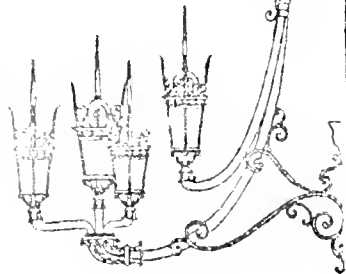
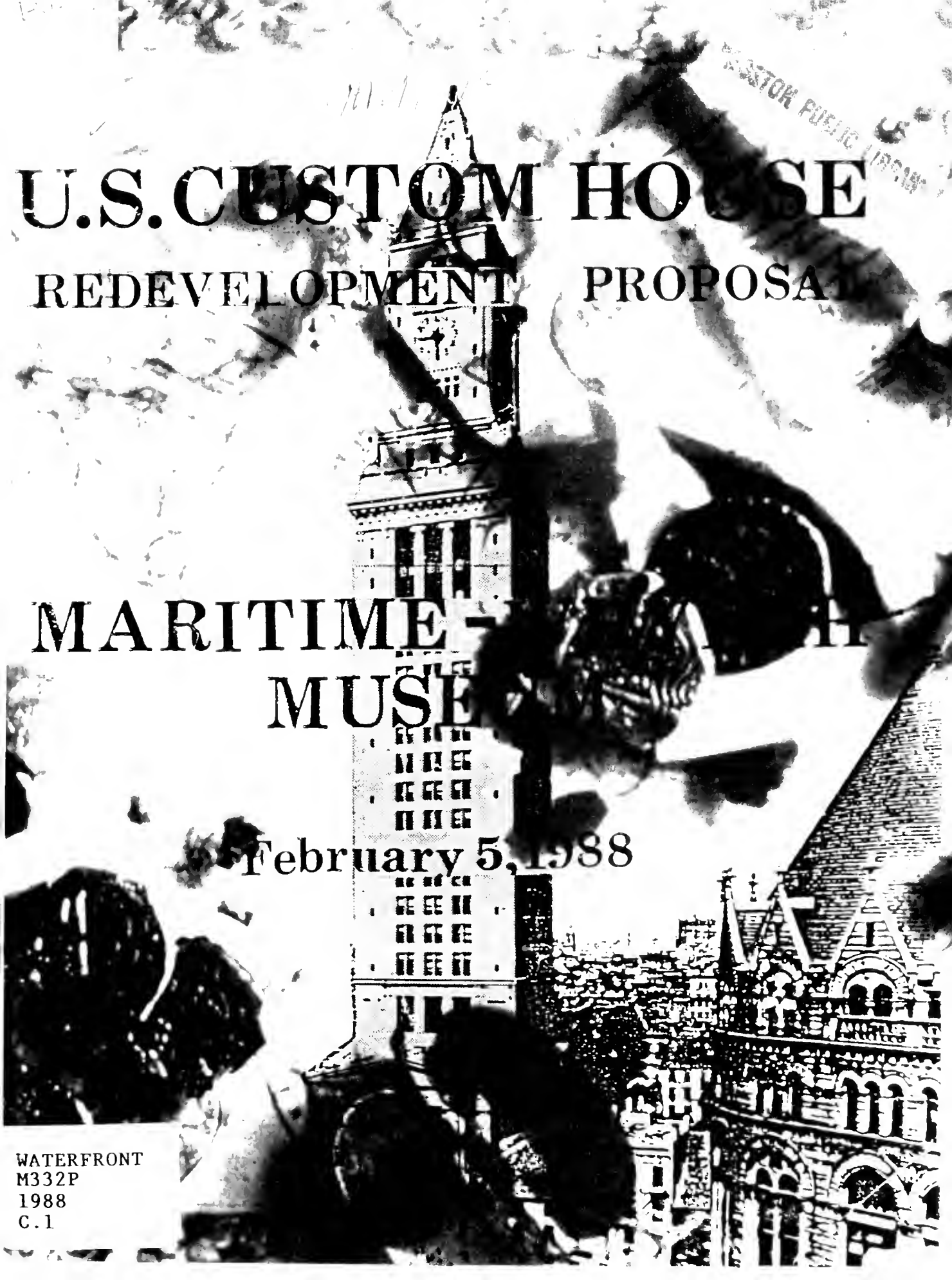


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U.S. CUSTOM HOUSE

REDEVELOPMENT PROPOSAL

MARITIME MUSE

February 5, 1988

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U.S. CUSTOM HOUSE

REDEVELOPMENT PROPOSAL

MARITIME-WHYDAH
MUSEUM

February 5, 1988



MARITIME-WHYDAH
MUSEUM
APR 1987

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MARITIME - WHYDAH ASSOCIATES

SUMMARY FACT SHEET

REDEVELOPMENT TEAM

Office Developer

Conroy-Heafitz Development Company

Mr. Terry Conroy
Mr. Lewis Heafitz

Cultural Use

Maritime-Whydah Museum
Maritime Explorers, Inc.

Barry Clifford

Museum Concept and Operations

Museum of Science
Peabody Museum
Peabody Museum of Salem

Ms. Sally Z. Zinno

Architect

Benjamin Thompson & Associates

Project Consultant

Bay State Investors, Inc.

Thomas P. O'Neill III
Christine M. Dunn

Historic Structures Consultant

Robert Neiley Associates

Mr. Robert Neiley

Traffic Consultant

Vanesse-Hangen

Mr. William J. Roache

Museum Consultant

Christopher Lowery, Former President
South Street Seaport Museum and Development Corp., NY City

Display Exhibit Consultant

WED Designs (Walter E. Disney)

Educational Consultant

Ina Heafitz

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Maritime - Whydah Associates
Summary Fact Sheet
Page Two

MUSEUM FACT SHEET

Area Summaries

Total Gross SF	101,000 gsf
Total Net SF	93,000
o Office (18 floors)	69,000
o Museum (9 galleries on 4 floors)	23,000
o Observation Deck & Museum (25th floor)	1,000

Estimated annual attendance 350,000 min.

Cultural Uses

- o The Whydah, sunk in 1717, is an archeological time capsule with 80,000 objects uncovered to date representing only 5-10% of the total excavation material.
- o The Whydah-Maritime museum is a living museum and will incorporate the sociological, historical, exploration, and high technology themes this ship and its rediscovery bring to Boston.
- o The Whydah is the only pirate ship found in the world. It is a unique artifact and resource of the Commonwealth, with national and international appeal.

Boston Context

- o The Whydah and it's Treasury offer a significant symbolic use of international stature for an historic building that has symbolized Boston for nearly a century.
- o This proposal offers Boston the opportunity to tie the Customs House to the harbor and its maritime history.

gov. 97-125

1997
BOSTON REDEVELOPMENT AUTHORITY
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U. S. CUSTOM HOUSE

Table of Contents

I. APPLICANT INFORMATION

- A. * Letter of Interest
- * Letter from Architect
- B. Relevant Past Experience of Development Team
- C. Redeveloper's Statement of Public Disclosure
 and Redeveloper's Statement of Qualifications
 and Financial Responsibility

II. DEVELOPMENT PROPOSAL

- A. Summary of Project Team and Qualifications
- B. Development Plan
- C. Development Plan for Cultural Use
- D. Pro-Formas
- E. Marketing Study
- F. Redevelopment Schedule
- G. Operation of the Observation Deck
- H. Statement of Acceptance of the Boston
 Edison Company offer

III. FINANCIAL INFORMATION

- A. Development and Operating Pro-formas
- B. Letters of Interest from Financial
 Institutions

IV. DESIGN SUBMISSION

- A. Plans
 - * Site Plan
 - * Lower Basement
 - * Grade
 - * First Floor
 - * Second Floor
 - * Dome
 - * Typical Office Floor
- B. Elevations
 - * North Elevation
 - * South Elevation
 - * East Elevation
 - * West Elevation

C. Sections

Transverse Section looking South
Longitudinal Section looking East

D. Model of Maritime Whydah Museum

1/4" = 1'0" Museum Model

- * Cutaway shot indicating floors and gallery spaces from West side
- * Exploded view with all floors and circulation route shown

E. Model Photos

1" = 40' Site Context Model

- * Looking East toward Boston Harbor with Customs House in foreground; historic ship in background
- * Looking North toward Quincy Markets with Customs House and McKinley Square in foreground, markets, Faneuil Hall in background

V. APPENDIX

APPLICANT INFORMATION

February 5, 1988

Mr. Stephen Coyle
Director
Boston Redevelopment Authority
One City Hall Square
Boston, Massachusetts 02201

Dear Mr. Coyle:

In April, 1717, the pirate ship, Whydah, sank in a storm off the coast of Wellfleet. Maritime Explorations, Inc. discovered the Whydah and has excavated over 80,000 artifacts, to date, under auspices of the Board of Underwater Archaeological Resources of Massachusetts (the Board).

The redeveloper, Maritime Whydah Associates, proposes to establish a museum in the U.S. Customs House to display the Whydah, making Boston the home of the only pirate ship found anywhere in the world. After engaging the architectural firm of Benjamin Thompson and Associates (master planners of Faneuil Hall) to provide the architectural feasibility of the Maritime Whydah Museum in the Customs House, the redeveloper obtained approval from the Massachusetts Underwater Archaeological Board to move the Whydah artifacts to the Customs House. The museum would occupy the first four floors with the remaining tower being redeveloped into executive office suites, including the world headquarters for Maritime Explorations, Inc. The Museum of Science, Peabody Museum and the Peabody Museum of Salem will assist in developing and operating the museum. In addition to the Whydah, marine technology, oceanographic displays and other discoveries of Maritime Explorations, Inc. would be displayed, including artifacts from the Hussar, a British man-o-war recently discovered in the East River of New York. More importantly, the museum would develop an ongoing educational program in conjunction with the Boston Public School system that would utilize the excitement and interest of pirate folklore to explore several related subjects i.e. American History, Navigation, Archaeology and Oceanography.

Maritime Whydah Associates Redevelopment Team consists of the following:

Redevelopment Team:

- * Office Developer
Conroy-Heafitz Development Company
- * Cultural Use
Maritime-Whydah Museum
Maritime Explorers, Inc.
- * Museum Concept and Operations
Museum of Science
Peabody Museum
Peabody Museum of Salem
- * Architect
Benjamin Thompson and Associates
- * Project Consultant
Bay State Investors, Inc.
Thomas P. O'Neill III
Christine M. Dunn
- * Historic Structures Consultant
Robert Neiley Associates
- * Traffic Consultant
Vanesse-Hangen
- * Museum Consultant
Christopher Lowery, Former President,
South Street Seaport Museum and
Development Corporation
- * Display Exhibit Consultant
WED Designs (Walter E. Disney)
- * Educational Consultant
Ina Heafitz

Summary:

Maritime Whydah Associates are very eager to redevelop this property in conjunction with the goals of the City of Boston and the Boston Redevelopment Authority. We feel this team brings to the project:

- * A unique familiarity with the redevelopment goals of the City.
- * Extensive experience in developing and designing space for public use.
- * An original and fascinating cultural use which is appealing from an educational standpoint.
- * A commitment to creating a sensitive renovation for one of Boston's most outstanding landmarks.

The function of the Customs House has always been closely tied to the sea, to maritime activity and coastal trade.

This is a unique opportunity for Boston to focus national attention on a Boston landmark building while at the same time, giving the people of Boston and the Commonwealth of Massachusetts an opportunity to feel, touch and become part of our maritime history.

Sincerely,

TERENCE CONROY

LEWIS HEAFITZ

BENJAMIN THOMPSON & ASSOCIATES, INC.

ONE STORY STREET, CAMBRIDGE, MASS. 02138 • TEL. 617-876-4300 • TWX 710 3200 172

February 4, 1988

Mr. Stephen Coyle
Director
Boston Redevelopment Authority
One City Hall Square
Boston, MA 02201

Dear Mr. Coyle:

BTA is pleased to join Conroy Heafitz and Maritime Explorations, Inc., in submitting our qualifications and proposal for re-use of the U.S. Customs House on Boston's State Street.

For several years I have been meeting with Barry Clifford of Maritime Explorations to discuss a museum to house his invaluable treasury of excavated Whydah artifacts. We have considered various locations of national and local importance. When the Customs House opportunity opened up, we were immediately struck by the apt relationship between the historic building and the history-making story of the Whydah.

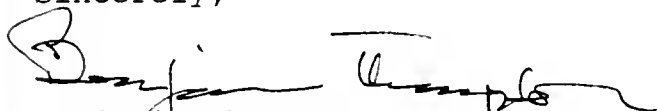
The Customs House is the fitting place to present the story of the Whydah against a backdrop of marine and colonial life in pre-Revolutionary Boston. The Whydah's tale and awesome treasury -- tying together the themes of maritime history and modern exploration -- are a fitting feature to reanimate the restored Customs House. The Whydah/Maritime Museum would be a destination with historic depth, esthetic substance, dramatic scope, and broad public appeal. Its presence here would be a national "first" for Boston and the Commonwealth of Massachusetts.

Our interest in the area goes back to the 1960's, the days when Boston was formulating its master plan for Government Center and the Waterfront. During that period I worked on a proposal for restoration of the Sears Crescent and became intrigued with the potential of the decayed market area. In 1967, we submitted to the BRA a comprehensive proposal for revitalizing the "Quincy Market" blocks. In 1970, responding to the R.F.P., we submitted the

detailed plan that was ultimately selected for development and was completed in 1978. For the past decade I have retained a strong civic, architectural, and personal interest in the area, always hopeful that the Customs House would be transformed into a place adding to the vitality and public enjoyment of the historic waterfront.

The building and site, like a valued heirloom, deserve care concern and imagination in every aspect of the renovation. Continuing my longstanding commitment to the urban vitality of this historical corner of the city, I would enjoy the opportunity to put this cornerstone in place for Boston.

Sincerely,

A handwritten signature in black ink, appearing to read 'Benjamin Thompson', with a long horizontal flourish extending to the right.

Benjamin Thompson
BENJAMIN THOMPSON & ASSOCIATES



THE STORY OF THE WHYDAH:

Out of the coastal waters of Massachusetts, from the first pirate ship ever salvaged, has come a priceless treasure of gold, silver, gems, and historical artifacts laden with historical interest. The tales of two captains -- the 18th century buccaneer and the modern explorer-salvor -- dramatize the romance and reality of maritime life, trade, and discovery. These stories and materials will be the core exhibits in the proposed Maritime-Whydah Museum.

1. Bellamy's Whydah (1716 - 1717)

In 1716, a 110-foot sailing galley built in England for the slave trade set sail for the West Coast of Africa. In her namesake town of Whydah -- now in Nigeria -- she traded a typical cargo of European manufactures for slaves, gold dust, and ivory. Designed to be sailed or rowed, the Whydah then crossed the Atlantic -- using slaves at the oars during the doldrums -- reaching Jamaica late in the year. There its captain bartered human cargo for silver coins, indigo, quinine and sugar.

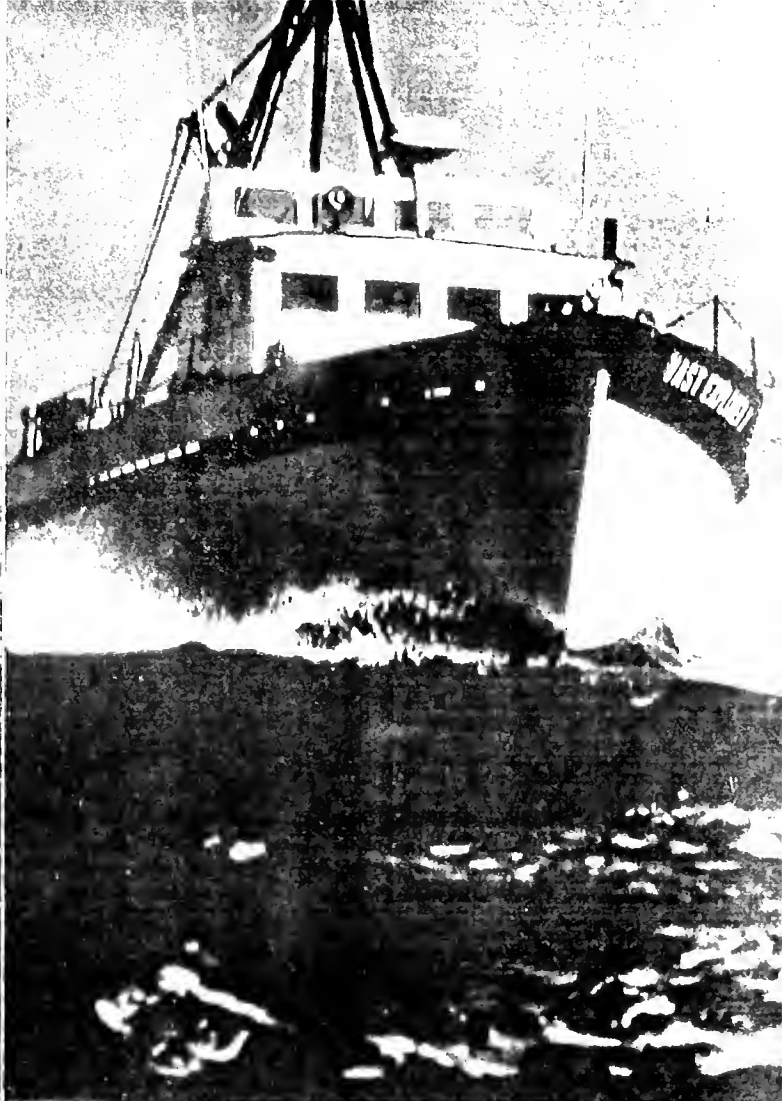
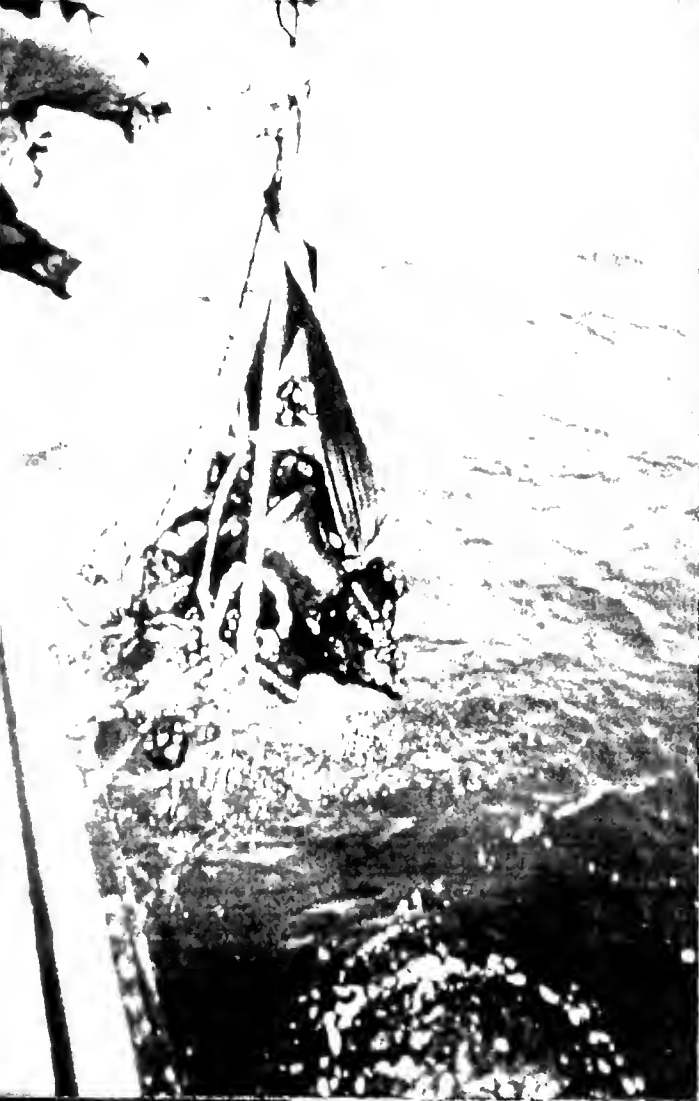
The Whydah was headed back to England with its rich bounty when a band of pirates, led by Captain Samual "Black Sam" Bellamy, nabbed it in the windward passage between Hispaniola and Cuba in February, 1717. Sailing the seized ship Sultana and accompanied by a consort sloop named Mary Anne, Bellamy led a pirate gang that had been raiding throughout the West Indies for over a year. After a three-day chase, the pirates -- 180 strong -- boarded and took the Whydah without a fight, persuading or forcing some of her 50-man crew to join the buccaneers. They transferred the Sultana's booty -- 20,000 lbs of silver and gold, plus

10 stolen canons -- to the Whydah, and turned most of the captive sailors loose in the empty ship.

Captain Bellamy's swift new vessel then proceeded to besiege the waters of the Caribbean, coastal Florida and Virginia, while plundering Scottish, British and colonial merchant vessels that traded between Philadelphia, New York, and the West Indies. They took on further sailors and indentured servants along with rich cargoes of all kinds. (Newly recruited pirates were required to sign allegiance to several articles of conduct, calling for total democracy, equal sharing of loot, and peace among comrades. Violators were marooned.)

Continuing north along the colonial coast in April of 1717, the Whydah foundered in a gale within sight of the Cape Cod at Wellfleet where, legend has it, Bellamy's lover Maria Hallett was waiting. Bellamy and most of his 140 crew members were drowned. Of the 102 bodies that washed ashore, according to documents of the day, 50 were black, and nine nationalities were represented -- English, Welsh, Irish, Dutch, German, American Indian, and Jamaican among them. 16 had been prisoners of the pirates.

But -- fortunately for historic records and future explorers -- eight crewmen survived. They were apprehended by the State of Massachusetts, jailed in Boston, and put on trial for theft on the high seas. The detailed testimony of these defendants, preserved in the state archives, provided Barry Clifford's first documentation of the size of the pirate treasure that he had heard about as a young boy



As for the survivors, six were convicted and publicly hanged at the edge of Boston harbor on November 15, 1717. Their bodies were left to swing for days above the breaking waves as warning to others. Two survivors were acquitted -- they had been defended by Cotton Mather.

2. Clifford's Whydah (1982 - 1988)

Since 1717, a ship commonly called "The Whiddah" has lain like scattered pieces of a puzzle across 150,000 square feet of shoals, most of it under 10 feet of sand, a quarter mile east of Wellfleet. The tale of the destruction of Captain Bellamy's ship, passed from witnesses and scavengers to generation after generation of Cape Codders, became the stuff of legend that inspired fruitless attempt at recovery over two centuries. Bill Carr of Orleans was one of those who attempted to find and salvage the Whydah. In 1952, he told his young nephew Barry Clifford, then aged 8, the Whydah tale. Clifford believed it, and never forgot.

As a young diver, Clifford explored the shifting sands of Cape waters, became interested in shipwrecks, and found himself engaged in archival research to sift fact from fiction and enlarge his knowledge of maritime history. In microfilm, he found testimonies of the surviving pirates on trial in 1717, and that led to the log of Cyrian Southack, a salvor dispatched to claim the Whydah's treasure for the Commonwealth.

Southack's crude map and letters to the Governor provided electrifying evidence that sent Clifford back to the Wellfleet shore, confident that



the Whydah awaited a more imaginative salvage effort than had been made in two and a half centuries.

In 1982, thirty years after hearing his uncle's tale, Barry Clifford began the scientific search of a two-mile area based on a map reconstructed from Southack. He traded his personal assets for high-tech equipment, formed a company, obtained a permit, and went to work in a 70-foot work boat, Vast Explorer II, trolling the area with metal detectors. Not until 1984, following a faint reading, did he find a location that yielded his divers their first authentic find -- a 1684 silver coin from Peru, lying among cannons, musket balls, and many more coins deep in the sand.

Clearing sand with enormous blowers, Clifford's team continued for over a year to bring up booty -- navigational instruments, Spanish pieces of eight, gold bars divided into chunks, wrought gold jewelry of apparent Aztec origin. But public scepticism about the true source of this treasure continued until October 1985, when the crew retrieved undeniable proof -- a brass bell engraved "The Whydah Galley of 1716." They had captured and identified the only pirate wreck ever found in the entire world.

This discovery of a great archeological site is now bringing the world a singular time capsule -- the only one that can tell us about life aboard a pirate ship -- and on land --in the Golden Age of Piracy.

PERTINENT PROJECTS INVOLVING HISTORIC STRUCTURES

Harvard University	Memorial Hall (1876)	New roofing, flashing, painting and replacement of elaborate stone and metal ornament.
	Holden Chapel (1742)	Repair of original roof frame.
	Masters' House (1930)	Complete re-construction of the interior, plus a new wing.
Bath, Maine	Percy & Small Shipyard of Bath Marine Museum	Restoration of original (c.1890) shipyard buildings for exhibition.
Lowell, Mass.	Hammond Castle Museum	Restoration of masonry and re-creation of cast stone ornamentation. Consultation on exhibit design.
Worcester, Mass.	Whittemore-Robbins House (c. 1795)	Historic Restoration of principal rooms for museum use.
Worcester, Mass.	Shirley-Eustis House (1746)	Historic restoration of site, exterior and interior of House as a museum.
Worcester, Mass.	City Hall (c.1860)	Restoration of elaborate Victorian Tower.
Worcester, Mass.	Armory (1880)	Restoration of pseudo-medieval masonry and roofs.
Worcester, Mass.	City Hall (c.1860)	Exterior restoration.
Worcester, Mass.	Town Hall (1920)	Restoration of Gothic stone walls, towers and belfry.
Worcester, Mass.	Redmen's Hall (c.1835)	Restoration and conversion to bank use.
Worcester, Mass.	D.W.Field Park (Olmsted Park Program)	Survey, evaluation and recommendations on park structures

ROBERT G. NEILEY ARCHITECTS

Arlington, Mass.	Greek Orthodox Church of St. Athanasius the Great (c.1830)	Complete exterior restoration of tower, belfry, dome and sanctuary. New color schemes.
Norton, Mass.	Wheaton College	New Campus Center (New construction connecting historic buildings).
Arlington, Mass.	Calvary Methodist Church	Restoration of the Bulfinch bell tower.
Beverly, Mass.	Waterfront Revitalization	Restoration for museum use of existing historic buildings.
Boston, Mass.	187 Pinckney Street Beacon Hill	Restoration and adaptive use.
Beverly, Mass.	Captain John Cabot House (Beverly Historical Society)	Exterior restoration.
Roxbury, Mass.	First Church of Roxbury - John Eliot Square	Full Historic Structure Report
Milton, Mass.	Blue Hills Reservation	Restoration and Conservation of 14 Historic Park Structures
Acton, Mass.	Town Hall (1865)	Major addition in compatible style.
Boston & Brookline Mass.	Emerald Necklace Parks (Olmsted Park Program)	Survey, Evaluation and Recommendations on 36 Park Structures
Milton, Mass.	Captain Robert Bennet Forbes House (1803)	Historic Restoration of exterior and interior of Museum Estate.
Waltham, Mass.	Robert Treat Paine House (1866 & 1886)	Restoration and repair of Museum building exterior and interior

B. RELEVANT PAST EXPERIENCE OF DEVELOPMENT TEAM

CONROY - HEAFITZ

Relevant Past Experience

HISTORIC REHABILITATION:

- * Captain's Quarters, Charlestown Navy Yard
- * Building 96, Charlestown Navy Yard

COMMERCIAL:

- * Over 1,000,000 square feet of office space in suburban Boston

Including the following projects:

DELPHAX Randolph, MA	80,000 s.f. Corporate Headquarters Rehabilitation
BOXBOROUGH TECHNOLOGY CTR. Boxborough, MA	100,000 s.f. Office Facility Digital Equipment Corp.
STOUGHTON TECHNOLOGY CTR. Stoughton, MA	200,000 s.f. Office Facility Reebok 50,000 s.f. Office Building ITT
METHUEN TECHNOLOGY CTR. Methuen, MA	80,000 s.f. Office Facility
CARLSON BUILDING Wayland, MA	60,000 s.f. Corporate Office Building
GENETIC ENGINEERING Cambridge, MA	80,000 s.f. Office Facility
WOBURN R&D Lechmere & Citicorp Woburn, MA	140,000 s.f. Office Facility
CANTON TECHNOLOGY CTR. Canton, MA	200,000 s.f. Office Facility
2400 COMPUTER DRIVE Westboro, MA	80,000 s.f. Office and and Classroom Facility Data General

BENJAMIN THOMPSON & ASSOCIATES

Relevant Experience:

In 22 years of practice, Benjamin Thompson & Associates has become world-renown for its special projects that unite historic buildings and contemporary uses in a vital urban environment of sensitive human scale. The firm's widely honored accomplishments in cities across the country -- New York, Baltimore, St. Paul, San Francisco, Los Angeles, Miami, Washington, as well as Boston -- have included museums, offices, retail and commercial centers, theatres, and hotels, many in historically-sensitive contexts involving landmark buildings. A number of these projects are directly relevant to the redevelopment of Boston's distinguished Custom House.

Ben Thompson was one of the country's pioneers in the re-use of historic buildings when he designed the renovation of Harvard's **Boylston Hall** (1959), **Emerson Hall** (1961), and the modernization of the historic dormitories in the **Harvard Yard** (1958).

In 1960, intrigued with the Boston waterfront and the latent possibilities of the abandoned Quincy Market area, he made an unsolicited proposal to the BRA for the re-use of the historic buildings, and in 1970, submitted the detailed plan that was selected for development. The resulting **Faneuil Hall Marketplace** has become a cornerstone of the waterfront renaissance and an international model for urban revitalization that embraces historic continuity.

Subsequent BTA projects have brought to life important landmarks. **The Pavilion at The Old Post Office**, on Pennsylvania Avenue in Washington, D.C., (1983) provided for public use of the first three levels in a rehabilitated government building now occupied by federal agencies. At **Ghirardelli Square** in San Francisco, sensitive changes and improvements were made to an historic shopping complex, increasing public access and enjoyment and retail effectiveness, with minimal impact on the Square's traditional character. Washington's famous "white elephant," Daniel Burnham's **Union Station** near Capitol Hill, is being completely and exactly renovated according to B.T.A. designs for its redevelopment as an Amtrak Station and major retail-restaurant complex. (Union Station will open in Fall, 1988).

New York's **South Street Seaport Museum** on the East River is particularly relevant to the Customs House on Boston's waterfront. An 11-block conservation area, master planned by B.T.A., provided for restoration of valued buildings as museum galleries, offices, shops, and restaurants. These were complemented by pedestrian streets, by a new **Fulton Market** of sympathetic design and scale, and by the **Pier 17** retail pavilion (all designed by B.T.A.), linked by open boardwalks to exhibition sailing ships. The entire district, more than gallery exhibits, is a "museum of the street and sea," in which original and new buildings are blended in an evolving urban setting.

Other restoration work in which B.T.A. is currently engaged include, **The Old Bowdoin Mill**, in Topsham Maine, for use as a community and design center, the **Merchants Loft Building** in lower Manhattan as an academic facility in the expansion of the N.Y.U. Law School; and **The Custom House Docks** in Dublin, Ireland. The Dublin development, recently won by B.T.A. in an international competition, includes three blocks of historically significant warehouses or "stacks" and extensive underground vaults. These will be retained in combination with 1,000,000 square feet of new construction for a Financial Services Center, housing, hotel, retail and cultural areas. The stacks will contain three new museums -- a **Museum of Science**, a **Museum of Modern Art**, and a **Museum of Irish Folk Art**. (Construction will begin in Spring, 1988)

Linking all of B.T.A.'s work on new and historic architecture is an overriding concern for the quality of life in cities. Every project, large or small, must ultimately contribute to people's enjoyment and to the vitality of the street.

A magazine profile, commemorating Benjamin Thompson & Associates' selection for the 1986 A.I.A. National Firm Award stated it this way.

"Benjamin Thompson & Associates is without rival among contemporary U.S. architects for the profound effect it has had on American cities...Much of what B.T.A. has propounded over the years -- a commitment to revitalizing cities, to human scale, to craftsmanship, to sensual values of design, putting users first, bringing the outdoors into buildings, and physically and visually linking them to their surroundings and history -- sound like cliches mouthed by myriad other architects. The difference is in the doing. Thompson's buildings and urban schemes do, in fact, put into practice what he preaches..."

ARCHITECTURE Magazine, January, 1987

ROBERT G. NEILEY ARCHITECTS

286 CONGRESS STREET, BOSTON, MASSACHUSETTS 02210 (617) 426-9720

RE: Boston Custom House

January 28, 1988

Mr. Edward Desjardins
Benjamin Thompson Associates
1 Story Street
Cambridge, Mass. 02138

Dear Ed:

We are pleased to be a part of the team in your Proposal for Development of the Boston Custom House. We are familiar with its history and with the work of Ammi B. Young, its original architect in 1849; Peabody & Stearns who designed the 1912 tower addition, and Norcross Brothers who built the tower. We are also aware of the documentary records on both parts of the building which are variously available at the Society for the Preservation of New England Antiquities, the Boston Public Library, The Bostonian Society, The Library of Congress, The United States Treasury Department and other repositories.

Since the Custom House is listed in the National Register of Historic Places, changes to it should be in accordance with the Standards of the Secretary of the Interior. We are, of course, very familiar with these Standards and with State and Federal review and approval procedures since we have worked with them on many projects such as the restoration of Memorial Hall at Harvard (1876); The Whittemore-Robbins House in Arlington (c.1790, 1880); The Beverly Historical Society (Cabot House c.1795); The Shirley Eustis House, Roxbury (1746); and The First Church in Roxbury (1806). We are also familiar with the history of changing relationships between the water, the land and the buildings in the vicinity of the Custom House and suggest that clues to an appropriate improvement of McKinley Square may be found in that history.

In addition, our recent extensive experience in the care and restoration of historic masonry on Harvard's Memorial Hall has increased our knowledge of this field in a way which would be useful for the work at the Custom House.

Sincerely yours,



Robert G. Neiley

RGN/jmf

ROBERT G. NEILEY ARCHITECTS

Design Work Performed for Massachusetts Public Agencies

1983-1987

1. Restoration and Addition to Acton Town Hall
Acton, MA.
2. Restoration of City Hall Tower
Lawrence, MA.
3. Renovations of Fitchburg City Hall
Fitchburg, MA.
4. Restoration of Fitchburg Armory
Fitchburg, MA.
5. Repair and Rehabilitation of Norwood Municipal Building
Norwood, MA.
6. Renovations to Pepperell Town Hall
Pepperell, MA.
7. Blue Hills Reservation
Study for Renovations to 14 Structures
Milton and Canton, MA.
8. Restoration of Mechanic's Block
Lawrence, MA.
9. Architectural Survey and Rehab
Downtown Structures
Peabody, MA.
10. Residential Historic District Improvements
Lawrence, MA.
11. Downtown Revitalization Program
Wakefield, MA.
12. Downtown Revitalization Program
Melrose, MA.
13. Restoration of the Robert Treat Paine House-Phase I and II
Waltham, MA
14. Feasibility Study for the Restoration of Pinebank
Jamaica Plain, MA.

C. REDEVELOPER'S STATEMENT OF PUBLIC DISCLOSURE
AND REDEVELOPER'S STATEMENT OF QUALIFICATIONS
AND FINANCIAL RESPONSIBILITY

PART I

HUD-6004
(9-69)REDEVELOPER'S STATEMENT FOR PUBLIC DISCLOSURE¹

A. REDEVELOPER AND LAND

1. a. Name of Redeveloper: Terence W. Conroy
- b. Address and ZIP Code of Redeveloper: One 13th Street
Charlestown, MA 02129
- c. IRS Number of Redeveloper:
2. The land on which the Redeveloper proposes to enter into a contract for, or understanding with respect to the purchase or lease of land from

Boston Redevelopment Authority
(Name of Local Public Agency)

in _____
(Name of Urban Renewal or Redevelopment Project Area)

in the City of Boston, State of Massachusetts,
is described as follows²

U. S. Customs House

3. If the Redeveloper is not an individual doing business under his own name, the Redeveloper has the status indicated below and is organized or operating under the laws of N/A

- ☐ A corporation.
- ☐ A nonprofit or charitable institution or corporation.
- ☐ A partnership known as
- ☐ A business association or a joint venture known as
- ☐ A Federal, State, or local government or instrumentality thereof.
- ☐ Other (explain)

4. If the Redeveloper is not an individual or a government agency or instrumentality, give date of organization: N/A

5. Names, addresses, title of position (if any), and nature and extent of the interest of the officers and principal members, shareholders, and investors of the Redeveloper, other than a government agency or instrumentality, are set forth as follows:

N/A

¹ If space on this form is inadequate for any requested information, it should be furnished on an attached page which is referred to under the appropriate numbered item on the form.

² Any convenient means of identifying the land (such as block and lot numbers or street boundaries) is sufficient. A description by metes and bounds or other technical description is acceptable, but not required.

- a. If the Redeveloper is a corporation, the officers, directors or trustees, and each stockholder owning more than 10% of any class of stock¹
- b. If the Redeveloper is a nonprofit or charitable institution or corporation, the members who constitute the board of trustees or board of directors or similar governing body.
- c. If the Redeveloper is a partnership, each partner, whether a general or limited partner, and either the percent of interest or a description of the character and extent of interest.
- d. If the Redeveloper is a business association or a joint venture, each participant and either the percent of interest or a description of the character and extent of interest.
- e. If the Redeveloper is some other entity, the officers, the members of the governing body, and each person having an interest of more than 10%.

NAME, ADDRESS, AND ZIP CODE

POSITION TITLE (if any) AND PERCENT OF INTEREST OR
DESCRIPTION OF CHARACTER AND EXTENT OF INTEREST

6. Name, address, and nature and extent of interest of each person or entity (not named in response to Item 5) who has a beneficial interest in any of the shareholders or investors named in response to Item 5 which gives such person or entity more than a computed 10% interest in the Redeveloper (for example, more than 20% of the stock in a corporation which holds 50% of the stock of the Redeveloper; or more than 50% of the stock in a corporation which holds 20% of the stock of the Redeveloper):

NAME, ADDRESS, AND ZIP CODE

DESCRIPTION OF CHARACTER AND EXTENT OF INTEREST

Terence Conroy - One 13th Street
Charlestown, MA 02129

Partner

Lewis Heafitz - 77 Franklin Street
Boston, MA 02105

Partner

7. Names (if not given above) of officers and directors or trustees of any corporation or firm listed under Item 5 or Item 6 above:

N/A

B. RESIDENTIAL REDEVELOPMENT OR REHABILITATION

N/A

(The Redeveloper is to furnish the following information, but only if land is to be redeveloped or rehabilitated in whole or in part for residential purposes.)

¹ If a corporation is required to file periodic reports with the Federal Securities and Exchange Commission under Section 13 of the Securities Exchange Act of 1934, so state under this Item 5. In such case, the information referred to in this Item 5 and in Items 6 and 7 is not required to be furnished.

1. State the Redeveloper's estimates, exclusive of payment for the land, for:

- a. Total cost of any residential redevelopment. \$
- b. Cost per dwelling unit of any residential redevelopment. \$
- c. Total cost of any residential rehabilitation \$
- d. Cost per dwelling unit of any residential rehabilitation \$

2. a. State the Redeveloper's estimate of the average monthly rental (if to be rented) or average sale price (if to be sold) for each type and size of dwelling unit involved in such redevelopment or rehabilitation:

<u>TYPE AND SIZE OF DWELLING UNIT</u>	<u>ESTIMATED AVERAGE MONTHLY RENTAL</u>	<u>ESTIMATED AVERAGE SALE PRICE</u>
	\$	\$

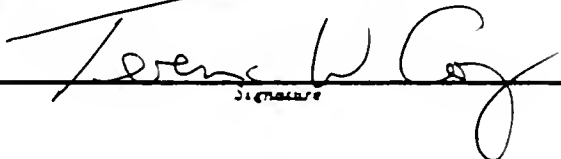
b. State the utilities and parking facilities, if any, included in the foregoing estimates of rentals:

c. State equipment, such as refrigerators, washing machines, air conditioners, if any, included in the foregoing estimates of sales prices:

CERTIFICATION

I (We)¹ Terence W. Conroy
certify that this Redeveloper's Statement for Public Disclosure is true and correct to the best of my (our) knowledge and belief.²

Dated: January 29, 1988


Signature

Title

One 13th Street
Charlestown, MA 02129

Address and ZIP Code

Dated: _____

Signature

Title

Address and ZIP Code

¹ If the Redeveloper is an individual, this statement should be signed by such individual; if a partnership, by one of the partners; if a corporation or other entity, by one of its chief officers having knowledge of the facts required by this statement.

² Penalty for False Certification: Section 1001, Title 18, of the U.S. Code, provides a fine of not more than \$10,000 or imprisonment of not more than five years, or both, for knowingly and willfully making or using any false writing or document, known to contain any false, fictitious or fraudulent statement or entry in a matter within the jurisdiction of any Department of the United States.

REDEVELOPER'S STATEMENT OF QUALIFICATIONS AND FINANCIAL RESPONSIBILITY

(For Confidential Official Use of the Local Public Agency and the Department of Housing and Urban Development. Do Not Transmit to HUD Unless Requested or Item 8b is Answered "Yes.")

1. a. Name of Redeveloper: Terence W. Conroy
- b. Address and ZIP Code of Redeveloper: One 13th Street
Charlestown, MA 02129
2. The land on which the Redeveloper proposes to enter into a contract for, or understanding with respect to, the purchase or lease of land from

Boston Redevelopment Authority
(Name of Local Public Agency)

in _____
(Name of Urban Renewal or Redevelopment Project Area)

is in the City of Boston, State of Massachusetts,
is described as follows:

U. S. Customs House

3. Is the Redeveloper a subsidiary of or affiliated with any other corporation or corporations or any other firm or firms? ☐ YES ☐ NO
If Yes, list each such corporation or firm by name and address, specify its relationship to the Redeveloper, and identify the officers and directors or trustees common to the Redeveloper and such other corporation or firm.

N/A

4. a. The financial condition of the Redeveloper, as of December 31, 1987, is as reflected in the attached financial statement.
(NOTE: Attach to this statement a certified financial statement showing the assets and the liabilities, including contingent liabilities, fully itemized in accordance with accepted accounting standards and based on a proper audit. If the date of the certified financial statement precedes the date of this submission by more than six months, also attach an interim balance sheet not more than 60 days old.)
- b. Name and address of auditor or public accountant who performed the audit on which said financial statement is based: Gray, Gray & Gray
185 Devonshire Street
Boston, MA
5. If funds for the development of the land are to be obtained from sources other than the Redeveloper's own funds, a statement of the Redeveloper's plan for financing the acquisition and development of the land:

N/A

6. Sources and amount of cash available to Redeveloper to meet equity requirements of the proposed undertaking:

a. In banks:

NAME, ADDRESS, AND ZIP CODE OF BANK

AMOUNT

\$

Shawmut Bank

\$4,000,000.00

b. By loans from affiliated or associated corporations or firms:

NAME, ADDRESS, AND ZIP CODE OF SOURCE

AMOUNT

\$

N/A

c. By sale of readily salable assets:

DESCRIPTION

MARKET VALUE

MORTGAGES OR LIENS

\$

\$

Land - Canton

\$4,000,000.00

\$1,000,000.00

Land - Middleborough

\$4,000,000.00

\$ 800,000.00

7. Names and addresses of bank references:

Paul Maloney, Shawmut Bank

8. a. Has the Redeveloper or (if any) the parent corporation, or any subsidiary or affiliated corporation of the Redeveloper or said parent corporation, or any of the Redeveloper's officers or principal members, shareholders or investors, or other interested parties (as listed in the responses to Items 5, 6, and 7 of the Redeveloper's Statement for Public Disclosure and referred to herein as "principals of the Redeveloper") been adjudged bankrupt, either voluntary or involuntary, within the past 10 years? ☐ YES ☒ NO

If Yes, give date, place, and under what name.

- b. Has the Redeveloper or anyone referred to above as "principals of the Redeveloper" been indicted for or convicted of any felony within the past 10 years? ☐ YES ☒ NO

If Yes, give for each case (1) date, (2) charge, (3) place, (4) Court, and (5) action taken. Attach any explanation deemed necessary.

9. a. Undertakings, comparable to the proposed redevelopment work, which have been completed by the Redeveloper or any of the principals of the Redeveloper, including identification and brief description of each project and date of completion:

Captain's Quarters - Historic rehab. in the Charlestown Navy Yard.

Building #95 - Historic rehab. in the Charlestown Navy Yard.

Feeder - 200,000 s.f. corporate office building in Stoughton.

DEC - 100,000 s.f. office building in Foxboro.

Delphax (subsidiary of Xerox) - 50,000 s.f. corporate office rehab. in Randolph.

- b. If the Redeveloper or any of the principals of the Redeveloper has ever been an employee, in a supervisory capacity, for construction contractor or builder on undertakings comparable to the proposed redevelopment work, name of such employee, name and address of employer, title of position, and brief description of work:

Same as "9A".

10. Other federally aided urban renewal projects under Title I of the Housing Act of 1949, as amended, in which the Redeveloper or any of the principals of the Redeveloper is or has been the redeveloper, or a stockholder, officer, director or trustee, or partner of such a redeveloper:

11. If the Redeveloper or a parent corporation, a subsidiary, an affiliate, or a principal of the Redeveloper is to participate in the development of the land as a construction contractor or builder:

- a. Name and address of such contractor or builder:

N/A

- b. Has such contractor or builder within the last 10 years ever failed to qualify as a responsible bidder, refused to enter into a contract after an award has been made, or failed to complete a construction or development contract? ☐ YES ☒ NO

If Yes, explain:

- c. Total amount of construction or development work performed by such contractor or builder during the last three years: \$ _____.

General description of such work:

- d. Construction contracts or developments now being performed by such contractor or builder:

<u>IDENTIFICATION OF CONTRACT OR DEVELOPMENT</u>	<u>LOCATION</u>	<u>AMOUNT</u> \$	<u>DATE TO BE COMPLETED</u>
--	-----------------	---------------------	---------------------------------

e. Outstanding construction-contract bids of such contractor or builder:

AWARDING AGENCY

AMOUNT

DATE OPENED

12. Brief statement respecting equipment, experience, financial capacity, and other resources available to such contractor or builder for the performance of the work involved in the redevelopment of the land, specifying particularly the qualifications of the personnel, the nature of the equipment, and the general experience of the contractor:

13. a. Does any member of the governing body of the Local Public Agency to which the accompanying bid or proposal is being made or any officer or employee of the Local Public Agency who exercises any functions or responsibilities in connection with the carrying out of the project under which the land covered by the Redeveloper's proposal is being made available, have any direct or indirect personal interest in the Redeveloper or in the redevelopment or rehabilitation of the property upon the basis of such proposal? ☐ YES ☒ NO

If Yes, explain.

b. Does any member of the governing body of the locality in which the Urban Renewal Area is situated or any other public official of the locality, who exercises any functions or responsibilities in the review or approval of the carrying out of the project under which the land covered by the Redeveloper's proposal is being made available, have any direct or indirect personal interest in the Redeveloper or in the redevelopment or rehabilitation of the property upon the basis of such proposal? ☐ YES ☒ NO

If Yes, explain.

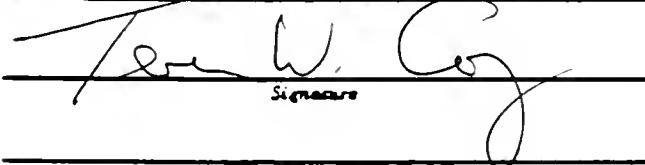
14. Statements and other evidence of the Redeveloper's qualifications and financial responsibility (other than the financial statement referred to in Item 4a) are attached hereto and hereby made a part hereof as follows:

CERTIFICATION

I (We)¹ Terence W. Conroy

certify that this Redeveloper's Statement of Qualifications and Financial Responsibility and the attached evidence of the Redeveloper's qualifications and financial responsibility, including financial statements, are true and correct to the best of my (our) knowledge and belief.²

Dated: January 29, 1988



Signature

Title
One 13th Street
Charlestown, MA 02129

Address and ZIP Code

Dated: _____

Signature

Title

Address and ZIP Code

¹ If the Redeveloper is a corporation, this statement should be signed by the President and Secretary of the corporation; if an individual, by such individual; if a partnership, by one of the partners; if an entity not having a president and secretary, by one of its chief officers having knowledge of the financial status and qualifications of the Redeveloper..

² Penalty for False Certification: Section 1001, Title 18, of the U.S. Code, provides a fine of not more than \$10,000 or imprisonment or not more than five years, or both, for knowingly and willfully making or using any false writing or document, knowing the same to contain any false, fictitious or fraudulent statement or entry in a matter within the jurisdiction of any Department

TERENCE W. CONROY

STATEMENT OF FINANCIAL CONDITION

DECEMBER 31, 1987

ASSETS (at market value)

CASH

Shawmut	\$ 400,000
Merril Lynch	100,000
Tucker Anthony Management Fund	100,000

MORTGAGE RECEIVABLE

North Shore Nominee Trust	300,000
---------------------------	---------

LAND

Randolph	225,000
Fitchburg	1,750,000
Timberlea	750,000
Canton	2,500,000
Middleborough	2,500,000

LAND & BUILDING

Boxborough	5,500,000
Stoughton	28,000,000
Wayland	2,000,000
Charlestown	1,500,000
Randolph	<u>1,000,000</u>

TOTAL ASSETS

46,625,000

LIABILITIES & NET WORTH

MORTGAGES

Boxborough	4,150,000
Middleborough	400,000
Randolph	850,000
Charlestown	750,000
Canton	1,000,000
Wayland	1,600,000
Stoughton	8,000,000
Timberlea	<u>450,000</u>

TOTAL LIABILITIES

17,200,000

NET WORTH

\$29,425,000

PART I

HUD-6004
(9-69)REDEVELOPER'S STATEMENT FOR PUBLIC DISCLOSURE¹

A. REDEVELOPER AND LAND

1. a. Name of Redeveloper: Lewis Heafitz
- b. Address and ZIP Code of Redeveloper: 45 Daniel Street
Newton, MA 02159
- c. IRS Number of Redeveloper: 023-28-8497
2. The land on which the Redeveloper proposes to enter into a contract for, or understanding with respect to the purchase or lease of land from

Boston Redevelopment Authority
(Name of Local Public Agency)

in Custom House
(Name of Urban Renewal or Redevelopment Project Area)

in the City of Boston, State of MA,
is described as follows²

3. If the Redeveloper is not an individual doing business under his own name, the Redeveloper has the status indicated below and is organized or operating under the laws of _____

- ☐ A corporation.
- ☐ A nonprofit or charitable institution or corporation.
- ☐ A partnership known as _____
- ☐ A business association or a joint venture known as _____
- ☐ A Federal, State, or local government or instrumentality thereof.
- ☐ Other (explain) _____

4. If the Redeveloper is not an individual or a government agency or instrumentality, give date of organization: _____

5. Names, addresses, title of position (if any), and nature and extent of the interest of the officers and principal members, shareholders, and investors of the Redeveloper, other than a government agency or instrumentality, are set forth as follows:

¹If space on this form is inadequate for any requested information, it should be furnished on an attached page which is referred to under the appropriate numbered item on the form.

²Any convenient means of identifying the land (such as block and lot numbers or street boundaries) is sufficient. A description by metes and bounds or other technical description is acceptable, but not required.

- a. If the Redeveloper is a corporation, the officers, directors or trustees, and each stockholder owning more than 10% of any class of stock¹
- b. If the Redeveloper is a nonprofit or charitable institution or corporation, the members who constitute the board of trustees or board of directors or similar governing body.
- c. If the Redeveloper is a partnership, each partner, whether a general or limited partner, and either the percent of interest or a description of the character and extent of interest.
- d. If the Redeveloper is a business association or a joint venture, each participant and either the percent of interest or a description of the character and extent of interest.
- e. If the Redeveloper is some other entity, the officers, the members of the governing body, and each person having an interest of more than 10%.

NAME, ADDRESS, AND ZIP CODE

POSITION TITLE (if any) AND PERCENT OF INTEREST OR
DESCRIPTION OF CHARACTER AND EXTENT OF INTEREST

6. Name, address, and nature and extent of interest of each person or entity (not named in response to Item 5) who has a beneficial interest in any of the shareholders or investors named in response to Item 5 which gives such person or entity more than a computed 10% interest in the Redeveloper (for example, more than 20% of the stock in a corporation which holds 50% of the stock of the Redeveloper; or more than 50% of the stock in a corporation which holds 20% of the stock of the Redeveloper):

NAME, ADDRESS, AND ZIP CODE

DESCRIPTION OF CHARACTER AND EXTENT OF INTEREST

7. Names (if not given above) of officers and directors or trustees of any corporation or firm listed under Item 5 or Item 6 above:

B. RESIDENTIAL REDEVELOPMENT OR REHABILITATION

(The Redeveloper is to furnish the following information, but only if land is to be redeveloped or rehabilitated in whole or in part for residential purposes.)

¹ If a corporation is required to file periodic reports with the Federal Securities and Exchange Commission under Section 13 of the Securities Exchange Act of 1934, so state under this Item 5. In such case, the information referred to in this Item 5 and in Items 6 and 7 is not required to be furnished.

1. State the Redeveloper's estimates, exclusive of payment for the land, for:

- a. Total cost of any residential redevelopment. \$
- b. Cost per dwelling unit of any residential redevelopment. \$
- c. Total cost of any residential rehabilitation \$
- d. Cost per dwelling unit of any residential rehabilitation \$

2. a. State the Redeveloper's estimate of the average monthly rental (if to be rented) or average sale price (if to be sold) for each type and size of dwelling unit involved in such redevelopment or rehabilitation:

<u>TYPE AND SIZE OF DWELLING UNIT</u>	<u>ESTIMATED AVERAGE MONTHLY RENTAL</u>	<u>ESTIMATED AVERAGE SALE PRICE</u>
	\$	\$

b. State the utilities and parking facilities, if any, included in the foregoing estimates of rentals:

c. State equipment, such as refrigerators, washing machines, air conditioners, if any, included in the foregoing estimates of sales prices:

CERTIFICATION

I (We)¹ _____

certify that this Redeveloper's Statement for Public Disclosure is true and correct to the best of my (our) knowledge and belief.²

Dated: _____

Dated: _____

Signature

Signature

Title

Title

Address and ZIP Code

Address and ZIP Code

¹ If the Redeveloper is an individual, this statement should be signed by such individual; if a partnership, by one of the partners; if a corporation or other entity, by one of its chief officers having knowledge of the facts required by this statement.

² Penalty for False Certification: Section 1001, Title 18, of the U.S. Code, provides a fine of not more than \$10,000 or imprisonment of not more than five years, or both, for knowingly and willfully making or using any false writing or document, knowing the same to contain any false, fictitious or fraudulent statement or entry in a matter within the jurisdiction of any Department of the United States.

PART II

HUD-6004
(9-69)

REDEVELOPER'S STATEMENT OF QUALIFICATIONS AND FINANCIAL RESPONSIBILITY

(For Confidential Official Use of the Local Public Agency and the Department of Housing and Urban Development. Do Not Transmit to HUD Unless Requested or Item 8b is Answered "Yes.")

1. a. Name of Redeveloper: Lewis Heafitz
- b. Address and ZIP Code of Redeveloper: 45 Danial Street
Newton, MA 02159
2. The land on which the Redeveloper proposes to enter into a contract for, or understanding with respect to, the purchase or lease of land from

Boston Redevelopment Authority
(Name of Local Public Agency)

in Custom House
(Name of Urban Renewal or Redevelopment Project Area)

in the City of Boston, State of Ma
is described as follows:

3. Is the Redeveloper a subsidiary of or affiliated with any other corporation or corporations or any other firm or firms? ☐ YES ☒ NO
If Yes, list each such corporation or firm by name and address, specify its relationship to the Redeveloper, and identify the officers and directors or trustees common to the Redeveloper and such other corporation or firm.

4. a. The financial condition of the Redeveloper, as of December 31, 1987, is as reflected in the attached financial statement.

(NOTE: Attach to this statement a certified financial statement showing the assets and the liabilities, including contingent liabilities, fully itemized in accordance with accepted accounting standards and based on a proper audit. If the date of the certified financial statement precedes the date of this submission by more than six months, also attach an interim balance sheet not more than 60 days old.)

- b. Name and address of auditor or public accountant who performed the audit on which said financial statement is based:

5. If funds for the development of the land are to be obtained from sources other than the Redeveloper's own funds, a statement of the Redeveloper's plan for financing the acquisition and development of the land:

6. Sources and amount of cash available to Redeveloper to meet equity requirements of the proposed undertaking:

a. In banks:

<u>NAME, ADDRESS, AND ZIP CODE OF BANK</u>			<u>AMOUNT</u>
Shawmut Bank NA	Boston MA	02211	\$ 4,500,000
Bank of Boston	Boston MA	02110	1,100,000
Bank of New England	Boston MA	02110	1,400,000
			<u>7,000,000</u>

b. By loans from affiliated or associated corporations or firms:

<u>NAME, ADDRESS, AND ZIP CODE OF SOURCE</u>	<u>AMOUNT</u>
	\$

c. By sale of readily salable assets:

<u>DESCRIPTION</u>	<u>MARKET VALUE</u>	<u>MORTGAGES OR LIENS</u>
	\$	\$

7. Names and addresses of bank references:

Paul Malomey Shawmut Bank
Robert Tryon Bank of Boston
Elaine Silverman Bank of New England

8. a. Has the Redeveloper or (if any) the parent corporation, or any subsidiary or affiliated corporation of the Redeveloper or said parent corporation, or any of the Redeveloper's officers or principal members, shareholders or investors, or other interested parties (as listed in the responses to Items 5, 6, and 7 of the Redeveloper's Statement for Public Disclosure and referred to herein as "principals of the Redeveloper") been adjudged bankrupt, either voluntary or involuntary, within the past 10 years? ☐ YES ☒ NO

If Yes, give date, place, and under what name.

- b. Has the Redeveloper or anyone referred to above as "principals of the Redeveloper" been indicted for or convicted of any felony within the past 10 years? ☐ YES ☒ NO

If Yes, give for each case (1) date, (2) charge, (3) place, (4) Court, and (5) action taken. Attach any explanation deemed necessary.

9. a. Undertakings, comparable to the proposed redevelopment work, which have been completed by the Redeveloper or any of the principals of the Redeveloper, including identification and brief description of each project and date of completion:

b. If the Redeveloper or any of the principals of the Redeveloper has ever been an employee, in a supervisory capacity, for construction contractor or builder on undertakings comparable to the proposed redevelopment work, name of such employee, name and address of employer, title of position, and brief description of work:

10. Other federally aided urban renewal projects under Title I of the Housing Act of 1949, as amended, in which the Redeveloper or any of the principals of the Redeveloper is or has been the redeveloper, or a stockholder, officer, director or trustee, or partner of such a redeveloper:

11. If the Redeveloper or a parent corporation, a subsidiary, an affiliate, or a principal of the Redeveloper is to participate in the development of the land as a construction contractor or builder:

a. Name and address of such contractor or builder:

b. Has such contractor or builder within the last 10 years ever failed to qualify as a responsible bidder, refused to enter into a contract after an award has been made, or failed to complete a construction or development contract? ☐ YES ☐ NO

If Yes, explain:

c. Total amount of construction or development work performed by such contractor or builder during the last three years: \$ _____.

General description of such work:

d. Construction contracts or developments now being performed by such contractor or builder:

IDENTIFICATION OF CONTRACT OR DEVELOPMENT	LOCATION	AMOUNT \$	DATE TO BE COMPLETED
--	----------	--------------	-------------------------

e. Outstanding construction-contract bids of such contractor or builder:

AWARDING AGENCY

AMOUNT

DATE OPENED

12. Brief statement respecting equipment, experience, financial capacity, and other resources available to such contractor or builder for the performance of the work involved in the redevelopment of the land, specifying particularly the qualifications of the personnel, the nature of the equipment, and the general experience of the contractor:
13. a. Does any member of the governing body of the Local Public Agency to which the accompanying bid or proposal is being made or any officer or employee of the Local Public Agency who exercises any functions or responsibilities in connection with the carrying out of the project under which the land covered by the Redeveloper's proposal is being made available, have any direct or indirect personal interest in the Redeveloper or in the redevelopment or rehabilitation of the property upon the basis of such proposal? ☐ YES ☐ NO
- If Yes, explain.
- b. Does any member of the governing body of the locality in which the Urban Renewal Area is situated or any other public official of the locality, who exercises any functions or responsibilities in the review or approval of the carrying out of the project under which the land covered by the Redeveloper's proposal is being made available, have any direct or indirect personal interest in the Redeveloper or in the redevelopment or rehabilitation of the property upon the basis of such proposal? ☐ YES ☐ NO
- If Yes, explain.
14. Statements and other evidence of the Redeveloper's qualifications and financial responsibility (other than the financial statement referred to in Item 4a) are attached hereto and hereby made a part hereof as follows:

CERTIFICATION

I (We)

certify that this Redeveloper's Statement of Qualifications and Financial Responsibility and the attached evidence of the Redeveloper's qualifications and financial responsibility, including financial statements, are true and correct to the best of my (our) knowledge and belief.²

Dated: _____

Dated: _____

Signature

Signature

Tide

Tide

Address and Zip Code

Address and ZIP Code

1 If the Redeveloper is a corporation, this statement should be signed by the President and Secretary of the corporation; if an individual, by such individual; if a partnership, by one of the partners; if an entity not having a president and secretary, by one of its chief officers having knowledge of the financial status and qualifications of the Redeveloper..

2 **Penalty for False Certification:** Section 1001, Title 18, of the U.S. Code, provides a fine of not more than \$10,000 or imprisonment of not more than five years, or both, for knowingly and willfully making or using any false writing or document, knowing the same to contain any false, fictitious or fraudulent statement or entry in a matter within the jurisdiction of any Department

STATEMENT OF FINANCIAL CONDITION

DECEMBER 31, 1987

ASSETS (at market value)

CASH

Bank of New England	\$ 1,400,000
Shawmut Bank NA	670,000
Bank of Boston	1,122,351

LAND

Randolph	225,000
Fitchburg	1,750,000
Timberlea	750,000
Canton	2,500,000
Middleborough	2,500,000
Greenland	250,000

LAND & BUILDING

Boxborough	5,500,000
Stoughton	28,000,000
Westborough	8,500,000
Wayland	2,000,000
Methuen	3,000,000
Charlestown	1,500,000
Randolph	<u>1,000,000</u>

TOTAL ASSETS

60,667,351

LIABILITIES & NET WORTH

MORTGAGES

Boxborough	4,150,000
Westborough	4,700,000
Wayland	1,600,000
Methuen	1,700,000
Canton	1,000,000
Middleborough	400,000
Randolph	850,000
Charlestown	750,000
Stoughton	8,000,000
Timberlea	<u>450,000</u>

TOTAL LIABILITIES

23,600,000

NET WORTH

\$37,067,351

DISCLOSURE STATEMENT CONCERNING BENEFICIAL INTEREST
REQUIRED BY SECTION 40J OF CHAPTER 7 OF THE GENERAL LAWS

- (1) Location: U. S. Customs House
- (2) Grantor or Lessor: Boston Redevelopment Authority
- (3) Grantee or Lessee: Terence W. Conroy
- (4) I hereby state, under the penalties of perjury, that the true names and addresses of all persons who have or will have a direct or indirect beneficial interest in the above listed property are listed below in compliance with the provisions of Section 40J of Chapter 7 of the General Laws (see attached Statute).

NAME AND RESIDENCE OF ALL PERSONS WITH SAID BENEFICIAL INTEREST:

Terence Conroy, One 13th Street, Charlestown, MA 02129

Lewis Heafitz, 77 Franklin Street, Boston, MA 02105

- (5) The undersigned also acknowledges and states that none of the above listed individuals is an official elected to public office in the Commonwealth of Massachusetts, nor is an employee of the State Department of Capitol Planning and Operations.

SIGNED under the penalties of perjury.

Signed: Terence W. Conroy

Date: _____

§ 40J. Disclosure statements of persons having beneficial interest in real property

No agreement to rent or to sell real property to or to rent or purchase real property from a public agency, and no renewal or extension of such agreement, shall be valid and no payment shall be made to the lessor or seller of such property unless a statement, signed, under the penalties of perjury, has been filed by the lessor, lessee, seller or purchaser, and in the case of a corporation by a duly authorized officer thereof giving the true names and addresses of all persons who have or will have a direct or indirect beneficial interest in said property with the deputy commissioner of capital planning and operation. The provisions of this section shall not apply to any stockholder of a corporation the stock of which is listed for sale to the general public with the securities and exchange commission, if such stockholder holds less than ten per cent of the outstanding stock entitled to vote at the annual meeting of such corporation.

A disclosure statement shall also be made in writing, under penalty of perjury, during the term of a rental agreement in case of any change of interest in such property, as provided for above, within thirty days of such change.

Any official elected to public office in the commonwealth, or any employee of the division of capital planning and operations disclosing beneficial interest in real property pursuant to this section, shall identify his/her position as part of the disclosure statement. The deputy commissioner shall notify the state ethics commission of such names, and shall make copies of any and all disclosure statements received available to the state ethics commission upon request.

The deputy commissioner shall keep a copy of each disclosure statement received available for public inspection during regular business hours.

Added by St.1980, c. 579, § 12.

1980 Enactment. St.1980, c. 579, § 12, was approved July 16, 1980, and by § 66 made effective July 1, 1981.

See also note under § 39A of this chapter.

Library References

States ~~§~~ 49.

C.J.S. §§ 145, 149, 150.



DEVELOPMENT PROPOSAL

A. SUMMARY OF PROJECT TEAM AND QUALIFICATIONS

CONROY DEVELOPMENT

Terence W. Conroy, P.E., is a graduate of Princeton University (B.S.C.E., 1963) with an M.B.A. from Harvard and Suffolk University. He is President of Conroy Development Company. Between 1970 and 1984, he was employed by the Carlson Group, Incorporated of Cohasset, Massachusetts, one of the largest design-build contractors in the United States. Mr. Conroy was Senior Vice President of the Carlson Corporation and President of Carlson's development arm, Carlson Development Corporation. As Senior Vice President of Carlson Corporation, Mr. Conroy was in charge of negotiation of all construction contracts and dealt with a number of major Fortune 500 companies including IBM, Data General, Digital Equipment, Wang and Johnson & Johnson. As President of Carlson Development, he was in charge of developing office and R&D buildings for Carlson.

Additional Personal Information:

Mr. Conroy lives in Charlestown where he is active in neighborhood activities, including his role as Business Manager for Charlestown Townies Football, Inc. and the Schoolboys Scholarship Fund Association. Mr. Conroy also owns and races a 43' sailing sloop which he docks at the Charlestown Navy Yard.

Mr. Conroy recently completed the rehabilitation of the Captain's Quarters, an historical building circa 1825 in the Charlestown Navy Yard, where Mr. Conroy has his offices. In addition, Conroy is presently rehabilitating Building 96, another historical building in the Navy Yard.

Club Affiliations:

Princeton Club
Harvard Club
University Club
American Society of Civil Engineers
American Management Associates
National Association of Industrial
and Office Parks

Other projects include:

BOXBORO TECHNOLOGY CENTER Boxboro, Massachusetts	100,000 S.F. Digital Facility
STOUGHTON TECHNOLOGY CENTER REEBOK Stoughton, Massachusetts	100 acre R & D Park 400,000 S.F. Distribution and Office Facility
METHUEN TECHNOLOGY CENTER Methuen, Massachusetts	80,000 S.F. Spec Facility
CARLSON BUILDING Wayland, Massachusetts	60,000 S.F. Corporate Office Building
DELPHAX Randolph, Massachusetts	100,000 S.F. Corporate Headquarters
GENETIC ENGINEERING Cambridge, Massachusetts	80,000 S.F. Manufacturing and Office Facility
Woburn R & D Lechmere & Citicorp Woburn, Massachusetts	140,000 S.F. Office and R & D Facility
NIKE SHOES Portsmouth, New Hampshire	250,000 S.F. Warehouse
CANTON TECHNOLOGY CENTER Canton, Massachusetts	75 acre R & D Park
DELPHAX Toronto, Canada	100,000 S.F. Corporate Headquarters
ESSEX GREEN Peabody, Massachusetts	72 unit residential condominium development - Joint Venture
CRANBERRY ESTATES Middleboro, Massachusetts	200 unit residential condominium development
Canton, Massachusetts	25 unit residential development
Fitchburg, Leominster, Westfield, Massachusetts	300 acre mixed use industrial, warehouse and residential project
CAPTAIN'S QUARTERS Charlestown Navy Yard	24,000 S.F. office rehabilitation
BUILDING #96 Charlestown Navy Yard	6,000 S.F. rehabilitation

Biographical Information

Lewis Heafitz, a Boston-based real estate developer, is a graduate of the University of Pennsylvania's Wharton School of Finance and Commerce. Following several years in Citicorp's Overseas Division, Mr. Heafitz was a Vice President at Hunneman and Company, Incorporated and at C.W. Whittier and Brothers where he was elected a partner. In 1979 Mr. Heafitz founded Heafitz and Company, Incorporated, a real estate firm specializing in development, management, and industrial and commercial brokerage.

He is active in the following activities:

- Board of Associate Alumni Trustees - University of Pennsylvania
- University of Pennsylvania Club of Boston
- Wharton Club of Boston
- Community Workshops (Boston) - Board of Managers
- Society of Industrial and Office Realtors
- National Association of Industrial and Office Parks
- Greater Boston Real Estate Board
- Massachusetts Association of Realtors
- National Association of Realtors

One of Mr. Heafitz' brokerage transactions of note involved the original move of Wang Laboratories World Corporate Headquarters to Lowell, Massachusetts in 1974.

Mr. Heafitz' development projects include the following:

Canton Technology Center, Canton, MA

A three building industrial/R&D complex is planned for this strategic 100 acre site recently acquired by Mr. Heafitz.

Pacella Park, Randolph, MA

Two recently acquired 20,000 square foot office/R&D/manufacturing buildings that are currently leased to Delphax Systems, a joint venture between Xerox and Dennison Manufacturing. An additional 50,000 square foot office/R&D building is planned for this site.

Timberlea Boulevard, Toronto, Ontario

A 6 acre site where a proposed 75,000 square foot office/manufacturing building leased to Delphax Systems is planned.

Captain's Quarters, Charlestown, MA

Historic restoration of a 24,000 square foot office building at the Charlestown Navy Yard, currently leased to numerous small businesses.

Building #96, Charlestown, MA

Plans are underway for historic restoration of a 9,000 square foot building for possible office/restaurant use in the historic Charlestown Navy Yard.

The Carlson Corporation Headquarters, Cochituate, MA

A 35,000 square foot building on 20 acres that has been acquired in a sale-leaseback transaction. An addition currently under construction will add 25,000 square feet to the building.

2400 Computer Drive, Westboro, MA

An 80,000 square foot building leased to Data General Corporation, owned by Mr. Heafitz and managed by Heafitz and Company.

The Woburn R&D Building, CC&F Park, Woburn, MA

A 122,000 square foot building which Mr. Heafitz leased to Citicorp and Lechmere Sales and then sold to New York Life.

Haverhill Technology Park, Haverhill, MA

A 200 acre site owned by Mr. Heafitz and sold in its entirety to Wang Laboratories

Essex Green, Peabody, MA

A 20 acre office/residential condominium development next to the North Shore Shopping Center.

Nike Building, Greenland, N.H.

A 320,000 square foot warehouse fronting Interstate 95 at the Greenland/Portsmouth line.

Genetics Institute, Cambridge, MA

A 65,000 square foot Laboratory Headquarters Facility next to new Alewife MBTA Red Line Station.

BENJAMIN THOMPSON & ASSOCIATES

Benjamin Thompson & Associates, architects and planners, was organized in 1966 by Benjamin Thompson, who was a founding partner and active principal in The Architects Collaborative for the preceding 20 years.

In its busy 20 years, BTA has been a generalist in its philosophy of architecture and its range of work, and a specialist in each of the design areas it had engaged in -- from private houses to opera houses, retail shops to urban centers.

BTA has designed whole new campuses and facilities for leading colleges and universities, motivated by a deep interest in the interaction of learning and environment. Our professional staff of 74 and support staff of 26 have worked on housing for students and faculty, for the elderly and the affluent, with the conviction that all people need a supportive environment of comfort, safety, space, light, and view. In industrial complexes and office buildings, we have sought ways to improve staff communication and increase the enjoyment and efficiency of daily work.

In the past decade, the firm has become internationally known for its pioneering work in historic restoration and renovation of buildings and cities. Not only have important old buildings been saved and restored to attractive respectability; by being sensitively reworked for new uses, they have entered a new cycle of economic productivity for owners, neighborhoods, and cities.

The restoration of whole urban areas has resulted from a comprehensive view of the buildings' connection to the city's dynamic pattern, by introducing at street level the visual scale, activity, pedestrian circulation and social interaction that many city cores have lost. BTA's creation of major urban marketplaces in Boston, Baltimore, Minneapolis, and New York -- using new buildings in careful combination with existing structures and streets -- has pointed the way across the country for revitalization of downtowns and waterfronts as places for people once again.

In all our work, from modest living units to large luxury hotels, our guiding principle is to make each building a contribution to the total environment in which it stands and to the living, learning, working, and leisure activity of its users and viewers. We consider architecture not as pure structure, shelter, or monumental sculpture, but as the setting for a selected way of life.

BENJAMIN THOMPSON & ASSOCIATES

COMPLETED PROJECTS AND WORK IN PROGRESS

A. Urban Waterfronts and Mixed Use Developments

ROYAL VICTORIA DOCK DEVELOPMENT

London Docklands, UK
Laing, Fox, Vom, Developers

90 Acres mixed use community
(In progress)

SPRINGFIELD WATERFRONT DEVELOPMENT

Springfield, Massachusetts
F.L. Roberts/Monarch Capital Corp., Developers

28 acres 1.2 million s.f. Financial Center, mixed use
(In progress)

BAYSIDE MARKETPLACE

1987

Bayside Marina
Miami, Florida
Rouse Miami Inc., Developer

230,000 s.f. specialty retail, public area; parking (1200)

THE JACKSONVILLE LANDING

1987

Jacksonville, Florida
The Rouse Company, Developer

126,000 s.f. specialty retail, public areas

CENTURY CITY MARKETPLACE

1987

Los Angeles, California
Century City Shopping Center (RREEF)

130,000 s.f. restaurant and food complex, multi-cinema

B. Historic Renovation and Adaptive Reuse

THE PAVILION AT THE OLD POST OFFICE	1983
Washington, D.C.	
The Evans Company, Developer	
60,000 Restaurants, retail, public entertainment	
 GHIRARDELLI SQUARE	 1986
San Francisco, California	
Real Properties West, Owner	
150,000 s.f. Redesign of landmark retail center	
 FANEUIL HALL MARKETPLACE	 1976-78
Boston, Massachusetts	
The Rouse Company, Developer	
400,000 s.f. 6 acres retail & office, public areas	
 SOUTH STREET SEAPORT MUSEUM	 1983-85
Pier 17 Pavilion	
South Street, New York City	
The Rouse Company, Developer	
11 blocks 310,000 s.f. New construction. Historic renovation and reuse, commercial, office, food, retail.	
 ST. ANTHONY MAIN	 1978
MTS Company, Developer	
400,000 s.f. Historic renovation (retail, restaurants)	
200,000 s.f. Waterfront condominiums	
 UNION STATION REDEVELOPMENT	
Washington, D.C.	
Union Station Venture, Inc.	
250,000 s.f. AmTrak Station, retail-restaurant, services (In progress)	

C. Corporate Headquarters and Office Facilities

IBM GLENDALE 1986
Endicott, New York
IBM Real Estate and Construction Division

210,000 s.f. Administration and Product Development Offices

NATIONAL FIRE PROTECTION 1981
ASSOCIATION HEADQUARTERS
Quincy, Massachusetts

165,000 s.f. Corporate Headquarters with exhibition areas

OPUS 2 OFFICE CENTER 1981
Minnetonka, Minnesota

350,000 s.f. 20 acres Office headquarters, parking (1200)

INTERNATIONAL BUSINESS MACHINES 1977-82
Burlington, Vermont
General Technology Division

1,000,000 s.f. Laboratory, Manufacturing, Conference facilities

INTERNATIONAL BUSINESS MACHINES
Southbury, Connecticut
Accounting Administration Division

228 acres 1,000,000 s.f. Administration facilities
(In progress)

D. Cultural and Educational Facilities

ORDWAY MUSIC THEATRE

1985

Rice Park
St. Paul, Minnesota
Ordway Music Theatre Corporation

2,000 seat opera house, 350-seat recital hall, rehearsal rooms,
public facilities

THE DENVER MUSEUM OF NATURAL HISTORY

1986

Denver, Colorado

Programmatic space plan for expansion of existing exhibition
areas, administration, study spaces, and visitor facilities

NEW YORK UNIVERSITY LAW SCHOOL

1977-81

Washington Square
New York City, New York

10-year campus expansion: New library (90,000 s.f.), student
residence, Law Common, Faculty Club (150,000 s.f.), Law Clinic
(90,000 s.f.)

THE PERFORMING ARTS CENTER

Broward County, Ft. Lauderdale, Florida
Performing Arts Center Authority

5 acres 2725-seat multi-use hall; 575-seat theatre, banquet
hall, dinner theatre, 250-seat restaurant
(In progress)

MARITIME EXPLORATIONS, INC.

Formation and History:

On November 7, 1982, following five years of research, Barry Clifford, aided by a map of the wreck made in 1717 and elaborate metal-detecting equipment, located what he believed was the famous sunken pirate ship, Whydah, which was wrecked in a storm in 1717 off the coast of Wellfleet on Cape Cod.

Maritime Explorations, Inc., a Delaware Corporation, was formed on May 2, 1983. The Company was formed to undertake the underwater exploration and salvage operation of the wreck, thought to be the Whydah. While the Company contemplated ongoing activity and had several exploratory sites in other parts of the world under research, the primary impetus for commencing operations was the opportunity to assume and fund the salvage operations proposed for the recovery of the abandoned, wrecked vessel the Whydah, under legal rights established by and assigned to the Company by Barry L. Clifford and/or his wholly owned corporation, Maritime Underwater Surveys, Inc. (MUS).

Business:

The Company is a highly specialized marine salvage company engaged in researching, locating, and salvaging precious cargoes from sunken ships. It does so through the utilization of sophisticated technology and unique research and exploration techniques. Because of the unusual nature of the Company's main business is the generation and sale of ancillary rights.

The Whydah Expedition:

From its inception, the Company has engaged full time in the salvage of an abandoned wreck located off the shore of south Wellfleet, Massachusetts on Cape Cod. The wreck is under approximately ten feet of sand and twenty feet of water and less than one half mile from the Cape Cod shore. The wreck has now been positively identified as that of the pirate ship Whydah which went down in a storm in 1717. The existence of the wreck and its treasure has been the subject of legend in New England for generations. At the time it went down and Whydah reportedly carried a fortune in gold, silver, ivory and jewels. The Whydah is the only confirmed pirate ship ever found in the world. The ship has also been named one of twenty of the world's great buried treasures in the book, Undersea Treasures, published by the National Geographic Society.

Through its early history the Company was engaged exclusively in the search for the Whydah. After several years of research, the Company was able to locate firm documentary evidence of the wreck's existence, and approximate location. This research included court records of the 1718 trial of the eight (8) pirates who survived the wreck, and maps and records of Cyprian Southhack, a salvage agent dispatched by the Governor of Massachusetts to attempt to salvage the ship's contents, immediately after it sunk.

Exploration and Excavation of the Whydah:

Using these sources, together with sensitive metal detection equipment, the Company was able to record numerous magnetometer surveys and mapping readings indicting "hits" or concentrations of ferrous metal under the sea and sand in the areas indicated by its prior research.

In 1983, the Company obtained permits from the State of Massachusetts to survey, explore and test the area and began a systematic search of the permit area under strict archaeological supervision.

The Company's detailed mapping of its two mile long and approximately one mile wide permit area indicated a triangular shaped wreck scatter pattern having in excess of one hundred (100) "hit" areas in a one hundred thousand (100,000) square foot area of ocean.

In 1984, after extensive mapping, the Company initiated its first phase plan of exploration by exploring and excavating three small test pits within the middle of its extensive permit area, with the intent of generating data to confirm that the wreck was the Whydah. Each test pit is approximately sixty-four square feet in area and measures eight feet in length by eight feet in width.

The Company, through the early testing period of 1984 and 1985, felt that it had received sufficient data consistent with its research to believe it had found the Whydah. This data included the location of numerous coins and other artifacts that strongly suggested that the wreck was indeed that of the Whydah.

On October 31, 1985, the Company's archaeological preservationist chipped off encrustations of iron and sand from a ship's bell that had been excavated from a test pit in the Company's permit area. The inscription, which several noted marine archaeologists said constituted definitive identification of the wreck, said, "The Whydah Galley 1716". The discovery brought significant national and international publicity.

Following discovery of the bell, the Company has continued to bring up substantial quantities of treasure, including but not limited to cannons, artifacts, coins, and pieces of gold.

From three test pits excavated during 1984 and 1985, the Company has excavated: One inscribed Bell of the Whydah, 5500 PRE-1715 "rare" silver and gold coins, seven cannons, six sets of navigational equipment, 580 musket balls, six cannon balls, numerous brass artifacts and several other items.

The Company is very encouraged, and at this time has reason to believe stories that a huge fortune in treasure may be located at the Whydah site. The Whydah project is ongoing and will continue for several years.

The H.M.S. Hussar:

Using similar research and survey techniques, the Company believes it has located, and has obtained a search permit for, a wreck located on the East River Off New York City. It is believed to be the wreck of the English Frigate, The H.M.S. HUSSAR, which went down during the War of Independence when it sunk while attempting to escape an American fleet. The ship was a paymaster's vessel and by historical accounts was carrying a major cargo of gold and silver to pay the English Army when it sank in 1780.

Other Wrecks:

The Company plans to continue to look for valuable wrecks in other parts of the world so that all of its business is not concentrated in just one location. The Company's preliminary research has identified several projects throughout the world which seem to have significant salvage potential.

MARITIME EXPLORATIONS, INC.

Current Projects

THE HUSSAR PROJECT:

The search for this Revolutionary War era British pay ship is currently in progress.

THE BASSA DA INDIES PROJECT:

This represents a collaboration with a French salvage firm which has successfully surveyed an atoll for shipwrecks of great historical significance.

THE AZORES PROJECT:

MEI is currently among the contenders for a permit to survey and salvage shipwrecks within the archipelago as a whole.

THE "ATLANTIS ONE" PROJECT:

Plans are currently being generated for additional surveys and the excavation of a sunken Grecian city of the classical age.

* In addition, a number of shipwrecks in the Western Hemisphere are currently under investigation for possible survey efforts.

MARITIME EXPLORATIONS, INC.

Key Personnel

BARRY L. CLIFFORD, President, CEO and Director

Since his graduation from Western State College in Gunnison, Colorado in 1969, Mr. Clifford has been continually involved in various diving-related activities including salvage operations and underwater construction. Between 1974 and 1986, Mr. Clifford located and salvaged a number of submerged shipwrecks.

In 1976, Mr. Clifford discovered the Benedict Arnold off Plymouth, Massachusetts; the Benedict Arnold was a 1778 American Revolutionary War Ship which was the first such shipwreck ever located in this country. In 1980, Mr. Clifford salvaged a modern-day passenger steam ship known as the Islander whose hull had been severely damaged by an underwater collision and which was in danger of sinking. In 1982, Mr. Clifford discovered the passenger steam vessel, City of Columbus, in the waters off Gay Head, Massachusetts, and discovered the shipwreck identified in 1985 as the Whydah.

Mr. Clifford's areas of expertise are underwater flotation lifting devices and techniques; search and discover methods requiring extensive expertise with electronic devices; deep water recovery methods; explosives, welding and cutting techniques; tracking and plotting through the use of satellite navigation devices and proprietary lifting techniques for wrecked vessels.

ROBERT T. MCCLUNG, Director of Operations

Robert McClung, 40, has been an employee of Maritime Explorations since its inception performing a variety of management functions such as head of dive crew operations, coordinator with archaeologists and preservationists and liaison with local, state and federal security and police organizations, as well as heading Maritime Explorations' internal security. Mr. McClung is an advanced rate professional underwater diver and an underwater photographer. He is the official photographer and manager of the photo lab for Maritime Explorations and the general assistant to Mr. Clifford.

Mr. McClung also is responsible for the detailed security plan required by the Massachusetts Board of Underwater Archaeology as a permit requirement.

Prior to joining Maritime Explorations in 1983, Mr. McClung was the Chief of Police in Aspen, Colorado for six years administering a large municipal police organization. Before joining the Aspen police force, Mr. McClung was Chief Marshall of Crested Butte, Colorado.

ROBERT T. LAZIER, Vice President and Director

Mr. Lazier has been involved in developing real estate projects in the Vail, Colorado area since 1962. Mr. Lazier has retained sole ownership of most of the commercial and lodging projects which he has developed, and he continues to manage his properties through a management company which he owns. Mr. Lazier was Rookie of the Year on the Indianapolis 500 circuit in 1981.

Neither Mr. Lazier nor any of his companies or their affiliates have any expertise in connection with the activities or objectives of Maritime Explorations or the Joint Venture.

ROBERT W. GUNN, Treasurer and Director

Robert Gunn is President of Gunn Financial, Inc. an investment firm which he founded in 1981 and to date has raised in excess of \$60,000,000 for private placement investments, primarily to rehabilitate historical real estate properties. From 1976 to 1981 Mr. Gunn was the director of international finance for the Digital Equipment Corporation. From 1974 to 1976, Mr. Gunn was international controller at First National Bank of Boston (now Bank of Boston), and from 1969 to 1974 he was employed by Arthur Anderson & Company.

Neither Mr. Gunn, Gunn Financial nor its affiliates, have any expertise in connection with the activities or objectives of Maritime Explorations or the Joint Venture.

MICHAEL M. SALLOWAY, Director and Secretary

Mr. Salloway is a licensed real estate broker in the State of Colorado and operates a retail Colorado real estate brokerage and advisory company called "Salloway Realty and Wildwood Investments." Mr. Salloway is an advisory director of Media III, a small publicly traded media company, and Sat-Time, Inc., a satellite brokerage and teleport development company. He is also one of the controlling shareholders of two small bank holding companies owning banks in Western Colorado, and has served as a director of those companies from 1983-1985.

Neither Mr. Salloway or any of his companies or their affiliates have any expertise in connection with the activities or objectives of Maritime Explorations or the Joint Venture.

ADDITIONAL KEY PERSONNEL

Betty L. Seifert
Archaeological Conservation Consultant
582 Main Street
Groton, Massachusetts 01405

James R. Reedy, Jr.
Field Archaeologist
122 Emeline Place
Morehead City, North Carolina 28557

Christopher Everett Hamilton
Principal Archaeological Investigator

Curriculum Vitae

Bruce Heafitz

1940-58	Born and raised, Springfield, MA. Attended local schools
1958-62	Attended Harvard College, B.A. Economics
1962-65	Attended Columbia Law and Business Schools L.L.B. and M.B.A.
1965-66	NYU Graduate School of Business: Administrative Assistant to the Dean PhD. Studies
1966-67	Philadelphia National Bank: International Project Investments
1968-69	Weyerhaeuser Family South American Project Investments
1969-78	Investment Banker specializing in Merger and Acquisition activity with Merrill, Lynch, Dean Witter Reynolds and DLJ.
1974-present	Oil and Gas Investments - Chairman of Heafitz, Wedmann, McMahon and Gardner, Heafitz Energy Management Inc., Amber Resources, etc.
1981-present	Member of the Visiting Committee of Peabody Museum, Benefactor of Hall of the American Indian and Pre-Columbian Hall at Peabody Museum; Berkeley Theban Mapping Project - found two tombs in the Valley of the Kings in Egypt; Technical supporter of Port of Ashkelon dig in Israel; City of Eliki Greece; Presently involved with archaeological activity in Mauritius, Madagascar Straits and New York's East River; President of Archaeological Imaging Corp.

Business Day

The New York Times

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The New York Times / Fred R. Conrad

Bruce Heafitz, chairman of Heafitz, Widmann, McMahon & Gardner, financiers of independent oil and gas operators.

Oil-Deal Maker Lures Institutions Into Search

By ANN CRITTENDEN

The age of the robber barons is long gone, and the world will rarely see again anything like the \$1 billion personal fortune that John D. Rockefeller squeezed out of his hapless competitors. But big money is still being made in the United States, and by and large the new wealth, like Rockefeller's fortune, still flows out of the ground.

Among the new energy entrepreneurs, few have risen as far as fast as Bruce Heafitz, the cheery, red-bearded 41-year-old chairman of Heafitz, Widmann, McMahon & Gardner,

a firm that finances independent oil and gas operators.

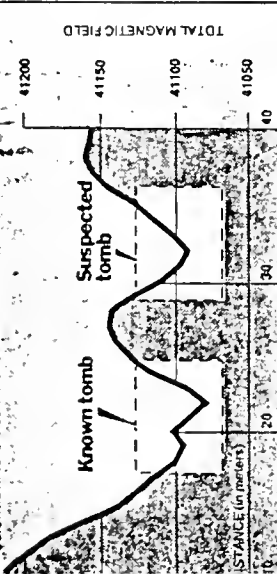
Only seven years ago, Mr. Heafitz was living in a third-floor walk-up at Third Avenue and 35th Street with a pregnant wife and a 3-year-old daughter, his bank account overdrawn and his net worth nil.

Today, he measures his wealth in the mid-eight figures. He is one of the largest individual clients of the elite old law firm of Davis Polk & Wardwell, and a benefactor of the Peabody Museum of Harvard, his alma mater. Some time ago, the walk-up was exchanged for the requisite East Side cooperative.

Technology Opens Ancient Doors

Sensor Pinpoints a Buried Tomb

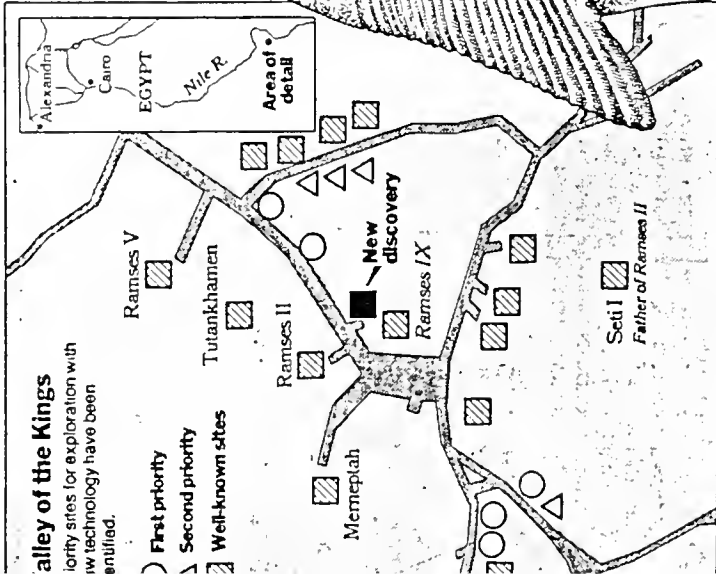
Archaeologists measured underground magnetic fields to find new tombs. They compared underground magnetic profiles of possible sites with the profile of a known tomb. The clue provided by this graph led scientists to the tomb of a court official.



Valley of the Kings

Priority sites for exploration with new technology have been identified.

- First priority
- Second priority
- Well-known sites



Egyptian discovery could be most important since King Tut's tomb.

By JOHN NOBLE WILFORD

ARCHEOLOGISTS, herding the message of the magnetometer, dug into the rocky slope of Egypt's Valley of the Kings and uncovered steps carved out of the limestone. The steps descended to a stone portal and through that into a dark passage and to the discovery of a 3,300-year-old tomb that could yield fascinating treasures and new insights into the long reign of Ramses II.

The discovery, made last month and reported last week, could be one of the most important in Egyptology in many years, according to scholars. The last major find in the area, and one of the most spectacular ever, was the discovery in 1922 of the untouched tomb of the young Tutankhamen, better known as King Tut.

Finding the tomb was a reassuring demonstration of the capabilities of modern remote-sensing technology, such as sonar, radar and magnetometry, to save time and expand the range of archaeologists in the field. French and Japanese scientists have reported encouraging results using similar techniques in search of hidden chambers in the Pyramids and the Sphinx at Giza.

Preliminary analysis at the new dig site indicates that the underground chambers were probably the burial place of several of Ramses' many sons. Although the huge central room is badly damaged and filled almost to the ceiling with rubble, its size and design — 100 feet on all sides and supported by 16 large pillars — suggests to archaeologists the grandeur of the 66-year reign of

Ramses II, thought to have built newly discovered tomb.

Ramses II, who ruled from 1290 to 1224 B.C. This room is one of the largest, in any of the known burial places set in the cliffs above the alluvial plain west of the Nile.

Archaeologists hope that the other chambers of the tomb, beyond three stone doors and as yet unexplored, have escaped the ravages of time and vandals and so could still hold well-preserved artifacts of the ancient Egyptian civilization in its heyday.

The tomb was found by a survey party led by Kent Weeks, an associate professor of Egyptian archaeology at the University of California at Berkeley. Dr. Weeks is engaged in a long-term project, now in its eighth year, to survey ancient Thebes, on the Nile 500 miles south of Cairo, and prepare a detailed map and inventory of the temples, monuments, tombs and other structures.

On the east side of the river stand the ruins of Karnak and Luxor. Across the river is the oecropolis that includes the Valley of the Kings, the burial ground for Egyptian monarchs and nobles who lived between 1600 B.C. and 1000 B.C.

Dr. Weeks and his team of surveyors, technicians, students and volunteers are racing time. Grave robbing continues to be a problem, as it was even in the time of the pharaohs and especially after Europeans began exploring the ruins in the early 19th century. In 1833, a French monk remarked that "it would be hardly respectable, on one's return from Egypt, to present oneself in Europe without a mummy in one hand and a crocodile in the other."

A more recent threat is from a rising underground water table caused by the widespread irrigation practiced since the completion of the Aswan Dam up the Nile.

Mapping the ruins in detail and searching for hidden chambers, Dr. Weeks said, will give the Egyptian Government information it needs to protect the priceless antiquities against vandalism and identify those structures most in danger of water damage. The survey is also being used in making decisions on where to build new tourist operations that would not intrude on hidden ruins.

This was why the Berkeley Theban Mapping Project, the formal name for the Weeks group, was concentrating its search and survey on the area near the entrance to the Valley of the Kings. There, at the edge of a parking lot where the postcard hawkers and guides across each new flock of tourists, the surveyors detected the remote-sensing clues that led them to the tomb discovery.

They knew there probably was a hidden

Continued on Page C3
Illustration by Glenn Wolff after sculpture of Ramses II in Museo Egizio in Turin, Italy

Remote Sensing Methods Reveal Ancient Egyptian Tombs

Continued From Page C1

tomb somewhere in the area. Explorers in 1820 had reported finding a tomb there that had inscriptions suggesting that it once held mummies of the sons of Ramses II. Over the years it had disappeared, presumably buried in the rubble discarded by archaeologists working nearby.

Rather than spending time digging test holes, the archaeologists accepted an offer by a petroleum financier who wanted to look for hidden tombs using oil-exploration technology. Bruce Heafitz, the financier who is based in Manhattan, got the idea on a visit to King Tut's tomb when a guide remarked, "If you think this is something, wait until we find something of the really significant pharaohs."

Mr. Heafitz recalled thinking of remote-sensing techniques and deciding, "This thing's a piece of cake."

Encouraged by Dr. Weeks, he hired the Weston Geophysical Corporation of Westboro, Mass., to conduct the field work last year.

One early attempt, using a seismic vertical profiling survey, was ineffective. This involved setting off explosive charges that sent seismic waves reverberating through the ground. Analysis of signals reflected from subsurface rock layers produced a cross-section of the rock, including evidence of cavities. But the tombs were close to the surface, Mr. Heafitz said, where the seismic signals are difficult to interpret.

Another attempt used ground-penetrating microwave radio signals, a form of radar, which are usually sensitive to shallow underground cavities. The radio waves bounce off changes in the density of materials, such as an air pocket set among bedrock. But the results were ambiguous, Mr. Heafitz said, because radio

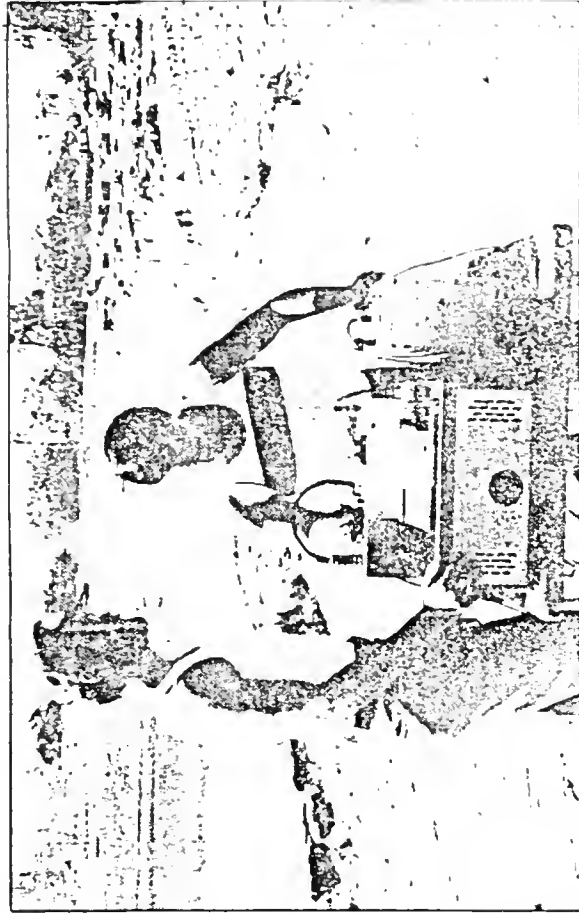
waves bouncing off all the rubble in the tombs produced confused signals. Another method, electrical resistivity tests, was a complete failure because the ground was too dry. This technique relies on measurements of the ground's conduction of an electrical current, with resistance indicating density changes in the subsurface structure.

It was the magnetometer observations that pointed the way. The limestone bedrock in the Valley of the Kings contains particles of iron. A magnetometer on the surface generates a small electric signal that measures the intensity of the magnetic field below the surface. Where there is a break in the bedrock, as at an entrance cut out for a tomb, the magnetometer records a distinct dip. Such instruments are distinctly related to the metal detectors people use to sweep beaches in search of lost coins. "It's the difference between an IBM Personal Computer and an IBM 3000," Mr. Heafitz said.

In tests above a known tomb earlier last year, Mr. Heafitz said, the graph of magnetometer data showed a level line over bedrock and a deep trough over the tomb. A suspected tomb was detected in this way and unearthed in two hours of digging. It was the tomb of an official from the court of Amenhotep II.

The magnetometer data took another tantalizing dip over a site by the parking lot and only 50 feet away from the known tomb of Ramses II. Dr. Weeks and his team began digging there last December and, working 10 days and excavating 50 truckloads of dirt, completed the task in January — 15 feet down to the entrance of the hidden tomb, a door five feet high and five feet wide. When they opened the floor, Dr. Weeks recalled, "We were hit by a rush of hot, moist air and had difficulty crawling into the narrow space between the tomb's fill and its ceiling."

Stones and other debris were piled up in the entrance passage and in the huge central chamber. Looters may be responsible for some of the disarray. Water seepage undoubtedly caused much of the damage he said. When he heard a description of the discovery, Edward F. Weate, profes-



Geophysicists attempting to find buried objects with ground-penetrating radar in Karnak, Egypt.

prominence among ancient royalty when the Egyptian empire was at full tide. He built the magnificent temples of Abu Simbel. Many scholars believe he was pharaoh at the time of the Exodus of the Israelites, although new findings indicate that this occurred almost two centuries earlier.

Dr. Weeks cautioned against expecting the unexplored chambers to contain anything like the splendor found in Tutankhamen's tomb. In King Tut's time, a century earlier, tomb entrances were less conspicuous in design and often put in out-of-the-way places so that they were less likely to have been badly vandalized. Even before Europeans arrived, most of the later tombs had been robbed of gold, mummies and even building stones.

Dr. Weeks said he would leave the detailed exploration of the tomb to other archaeologists. His group has at

least three more years of work on the map and inventory of the entire Thebes area. Mr. Heafitz has formed a company, Archeological Imaging, to undertake other remote-sensing searches to assist explorers.

Zahi Hawass, chief inspector of the Giza Pyramids, said French and Japanese research teams, using seismic and magnetic remote-sensing, recently detected several hollows in the Pyramid of Cheops and under the Sphinx.

Remote-sensing technology, although initially more expensive than traditional light, xls, saves money in the long run because it enables archaeologists to pinpoint the most promising areas for digging.

"We're conservative in archaeology, but we are coming around to modern technology," said Thomas Levan, a curator of the Oriental Institute at the University of Chicago.



Howard Carter (kneeling) opening the innermost shrine of tomb of King Tutankhamen near Luxor in 1922.

The New York Times

28 Barnstable Street
 Swampscott, MA 01907
 Home: (617) 595-4635 Office: (617) 275-4766

EXPERIENCE:

1981-1988

DEPUTY DIRECTOR, ASSOCIATE DIRECTOR AND HEAD OF THE
 ADMINISTRATIVE DIVISION

Museum of Science, Boston, MA

Directed administrative and financial operations for the 3rd largest science museum in the U.S. which services over 1 million visitors per year. Managed visitor service operations and physical plant, personnel, data processing, purchasing, and security systems. Staffed Trustees' committees on finance, administration, investment, and audit. Administered division of 70 employees.

- * Produced a 113% increase in annualized net revenue from gift shop, garage, function sales, and food services by improved management controls, expanded quality and type of services, and competitive bids on management contracts.
- * Restructured \$10M budget development process to insure significant involvement of top management team.
- * Reorganized physical plant operations to eliminate duplication of skills and coordinate the use of tradespeople. Major participation in new construction planning and oversight of contractors.
- * Supervised evaluation of computer needs and managed implementation of the Museum-wide data processing system.
- * Developed an improved employee benefits package at a minimal increase in cost. Established a job comparison and salary structure plan and a merit performance evaluation system.
- * Consulted to the Egyptian government on planning for a Natural History Museum for the Children of Egypt.

1975-1981

OPERATIONS MANAGER

Massachusetts Institute of Technology, Medical Dept., Cambridge, MA

Directed all service support operations including appointment and medical information systems, medical office support, x-ray, health screening and laboratory services for a large university health service. Managed administrative services such as personnel, purchasing, and physical plant facilities. Supervised a staff of 75.

- * Managed the growth of medical support operations as the department doubled its size from a student health service to a fully functioning health maintenance organization.
- * Developed budget and managed expenditures for 30 clinical and operational accounts totalling \$3.5 million.
- * Planned and implemented new service programs such as a health screening center, a pharmacy, and a computerized system for managing non-physician providers' visits.
- * Instituted unit management and centralized purchasing systems which kept supply expenses level in the face of rapidly rising costs.
- * Guided the planning of support services, staffing and building operations for a new physical facility during construction process.

1974-1975 **PROGRAM MANAGER**
Home Care Service Program, Department of Elder Affairs, Commonwealth of Massachusetts, Boston, MA

Directed the state-wide program including grant and contract review, program evaluation, policy implementation and the provision of technical assistance to community-based service corporations.

1971-1974 **CONSULTANT-MANAGEMENT SYSTEMS ANALYST**
Bio-dynamics, Inc., Burlington, MA

Provided consultation and technical assistance to 14 outpatient and ambulatory facilities in designing and coordinating patient service and management support systems. Guided the development and implementation of procedures for staff use, information processing, and patient flow. Managed contract personnel activities and directed installation of health information systems.

1969-1971 **AGENCY ANALYST**
Modernization Systems Unit, Commonwealth of Massachusetts, Boston, MA

Developed operational models of the service delivery network in the state's Human Service Agencies. Helped agency administrators to identify management problems then recommended alternative solutions.

1966-1968 **EDUCATION PROGRAM ASSISTANT**
U.S. Office of Education, Adult Education Division, Washington, DC

Evaluated state plans, program budgets, and project activities.

EDUCATION:

1977-1980 Sloan School of Management, Massachusetts Institute of Technology
Completed selected graduate level courses in Business Administration

1969 M.P.A., Syracuse University, Maxwell School of Citizenship and Public Affairs - Mosher Prize for Graduation with Highest Distinction

1966 A.B., Brown University

MUSEUM CONSULTANT

Christopher Lowery

EDUCATION:

- * UNIVERSITY OF NOTRE DAME
BA 1971
- * PRATT INSTITUTE
Master of City Planning 1971-1973

PROFESSIONAL EXPERIENCE:

- * Assistant of Planning & Development
City of New York
1974-1976
- * Deputy Director of Development
South Street Seaport Museum
1976-1978
- * Vice President
South Street Seaport Museum
1978
- * President
South Street Seaport Museum
1982-1985
- * President
South Street Seaport Corporation
1982-1987
- * Established Seaport Museum Shop
1983
(Sales of \$1.5 Million per year)

THOMAS P. O'NEILL III

Bay State Investors, Inc.

The founder and President of Bay State Investors, Inc. is Thomas P. O'Neill III. This company is, predominantly, a reflection of the private and public vision of the quality of life for Boston, New England and beyond that has been demonstrated by Tom O'Neill's past and present career.

Educated at Boston College and the John F. Kennedy School of Government at Harvard, Tom O'Neill began his business career in 1969 as a stockbroker with the Harris Upham Company. The family sense of public service cut short his first business experience when he was elected, in 1972, a member of the Massachusetts House of Representatives. After one term in office, Mr. O'Neill ran and was elected to the office of Lieutenant Governor of the Commonwealth of Massachusetts. In 1978, he successfully ran for a second four-year term.

The Company:

Bay State Investors, Inc. is a Boston-based investment and real estate development firm. Bay State Investors is primarily investing in real estate and operating businesses in the Greater Boston area, however, several recent projects have expanded their geographic interests throughout the New England area. Bay State Investors is now developing projects with a value in excess of 100 million dollars and providing development consulting assistance on proposed projects values in excess of one billion dollars.

ROBERT G. NEILEY ARCHITECTS

286 CONGRESS STREET, BOSTON, MASSACHUSETTS 02210 (617) 426-9720

RE: Boston Custom House

January 28, 1988

Mr. Edward Desjardins
Benjamin Thompson Associates
1 Story Street
Cambridge, Mass. 02138

Dear Ed:

We are pleased to be a part of the team in your Proposal for Development of the Boston Custom House. We are familiar with its history and with the work of Ammi B. Young, its original architect in 1849; Peabody & Stearns who designed the 1912 tower addition, and Norcross Brothers who built the tower. We are also aware of the documentary records on both parts of the building which are variously available at the Society for the Preservation of New England Antiquities, the Boston Public Library, The Bostonian Society, The Library of Congress, The United States Treasury Department and other repositories.

Since the Custom House is listed in the National Register of Historic Places, changes to it should be in accordance with the Standards of the Secretary of the Interior. We are, of course, very familiar with these Standards and with State and Federal review and approval procedures since we have worked with them on many projects such as the restoration of Memorial Hall at Harvard (1876); The Whittemore-Robbins House in Arlington (c.1790,1880); The Beverly Historical Society (Cabot House c.1795); The Shirley Eustis House, Roxbury (1746); and The First Church in Roxbury (1806). We are also familiar with the history of changing relationships between the water, the land and the buildings in the vicinity of the Custom House and suggest that clues to an appropriate improvement of McKinley Square may be found in that history.

My own interest in architectural history, architecture and historic preservation goes back many years. Since 1963 I have been a member of Cambridge's very active Historical Commission and was Chairman from 1973 to 1987. In Beverly, where I also own property, I helped to develop the City's Historic District Ordinance and first historic district in 1971 and am still a member and current Chairman of the Beverly Historic District Commission. I have also been a longtime member of the American Institute of Architects National Committee on Historic Resources and am currently a member of the Executive Committee. The National Committee, which includes one member from each state, is particularly useful for keeping up-to-date on Congressional funding and legislation relating to historic preservation and for being informed

ROBERT G. NEILEY ARCHITECTS

Page.

about the activities and personnel of the National Park Service and the President's Advisory Council on Historic Preservation.

Since you are proposing museum use for the lower part of the Custom House, my experience with the Bath Marine Museum in Bath, Maine and recently with the Robert Bennett Forbes Museum in Milton should be useful. Another pertinent project is our current study of appropriate treatment and uses for historic buildings which are owned and occupied by the Woods Hole Oceanographic Institute. Several were built by famous mariners whose careers and achievements are to be memorialized in their houses.

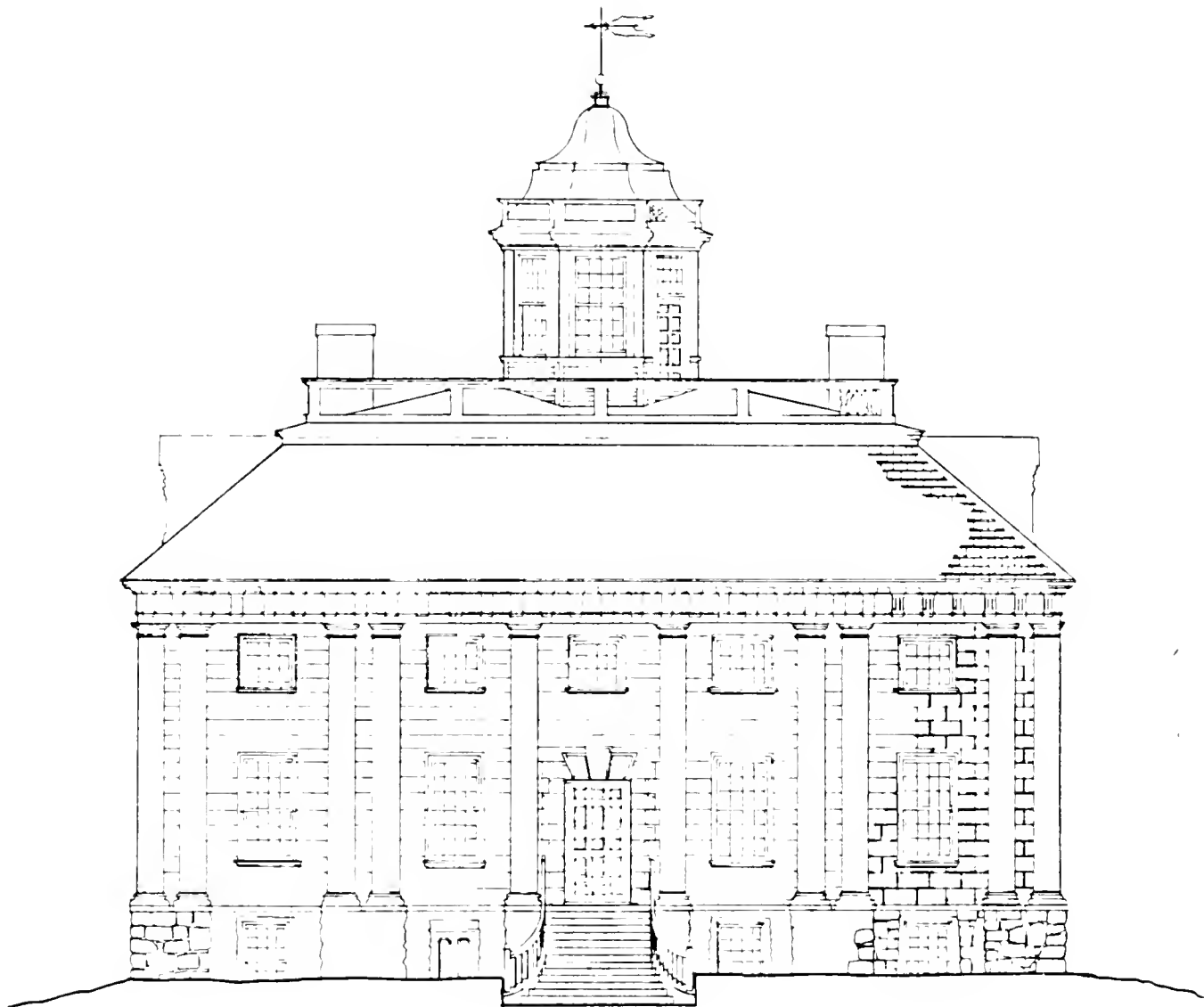
The technical aspects of historic buildings are also familiar to us-framing methods and masonry construction, mortar compositions and colors, historic concepts of planning and decoration, paint composition and color schemes, and maintenance procedures for historic building fabric. Our recent experience in cleaning, restoring, repairing or replacing the extensive stone work on Harvard's Memorial Hall may well be of use in dealing properly with both exterior and interior masonry at the Custom House.

Sincerely yours,

A handwritten signature in dark ink, appearing to read 'Bob' or 'R. G. Neiley' in a cursive style.

Robert G. Neiley

RGN/jmf



Shirley Place, Roxbury, 1746

Restored 1984

ROBERT G. NEILEY ARCHITECTS

286 Congress Street, Boston, Massachusetts

ROBERT G. NEILEY ARCHITECTS

286 CONGRESS STREET, BOSTON, MASSACHUSETTS 02210 (617) 426-9720

HISTORY OF THE FIRM

Robert G. Neiley Architects is a continuation of Bastille-Halsey Associates (1953-1963) and Bastille Neiley Architects (1963-1983). Our office has continuously been located in the downtown Financial/Fort Point Channel districts.

Past projects include a large number of schools, banks, high rise and low rise housing, industrial and research facilities and institutional or college buildings. The firm's long-time specialty has been restoration and adaptive use of historic buildings. This sometimes takes the form of painstaking scholarly research and elaborate repair or re-creation of historically important structures such as The Shirley-Eustis House in Roxbury, the Robert Treat Paine House in Waltham, the Town Hall in Marblehead or Memorial Hall at Harvard. Other projects in this area have required an addition in historically sensitive and appropriate style, such as that on the Dean's House at Harvard Business School or on the Acton Town Hall built in 1865.

A new Campus Center at Wheaton College in Norton, Mass. was recently completed where we were involved with its design and construction. In this case harmonious new construction joins three existing Victorian and early 20th century buildings into a wholly new entity which preserves and respects the character of each.

ROBERT G. NEILEY ARCHITECTS

286 CONGRESS STREET, BOSTON, MASSACHUSETTS 02210 (617) 426-9720

CONSULTANTS

In addition to our permanent staff we use consulting engineers and others as required to form for each project a team having the best combination of appropriate skills and experience.

Consultants with whom we have often worked successfully in the past include the following:

Structural Work

Souza & True, Inc.	Watertown
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Mechanical Work

Barstow Engineering, Inc.	Boston
Fitzemeyer & Tocci, Inc.	Melrose

Plumbing

R.W. Sullivan, Inc.	Boston
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Electrical Work

Lottero & Mason Associates, Inc.	Boston
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Landscape Work

Carol R. Johnson & Associates	Cambridge
Mason & Frey	Belmont

Cost Estimating

Leslie M. Buckingham	Boston
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Accoustical Work

Bolt, Beranek & Newman, Inc.	Cambridge
L.G. Copley Associates	Boston

ROBERT G. NEILEY ARCHITECTS

CONSULTANTS

Preservation Technology

Society for the Preservation of New England Antiquities	Boston
The Center for Preservation Research - Columbia University	New York
Center for Conservation and Technical Studies - Harvard	Cambridge

RESUMES OF KEY PERSONNEL

ROBERT G. NEILEY ARCHITECTS

ROBERT G. NEILEY

Education: Harvard University, A.B. in History, 1943.
Cornell University, B. Architecture, 1950.

Employment: Principal
Robert G. Neiley Architects, 1984 - .
Partner
Bastille-Neiley Architects, 1963-1983.
Associate
Bastille-Halsey Associates, 1955 - 1963.

Registration: Massachusetts, Connecticut, Vermont, New York,
Maine, Florida; NCARB.

Memberships: American Institute of Architects
Society of Architectural Historians
National Trust for Historic Preservation
Association for Preservation Technology
A.I.A. National Committee on Historic Resources
A.I.A. State Preservation Coordinator for Massachusetts
Society for the Preservation of New England Antiquities
Beverly Historical Society
Cambridge Historical Society

Pertinent
Experience: Mr. Neiley has been involved for many years with the
preservation, restoration and protection of historic
buildings. He has rehabilitated or restored many
historic structures and has been particularly inter-
ested in the legal and political aspects of historic
preservation. He has lectured and taught extensively
in the field at Harvard, Massachusetts Institute of
Technology and elsewhere.

An ongoing concern has been with the technical as-
pects of building preservation including the knowledge
of historic building methods, styles and designs; his-
toric paint and decorative schemes; the stabilization
and conservation of various kinds of masonry; roofing
and ornamental metalwork; historic mechanical and
lighting systems; and sources for replacement or re-
production of materials. The office has a large
number of technical specialists and consultants

ROBERT G. NEILEY ARCHITECTS

Pertinent
Experience
continued:

on whom to draw as various projects demand.

Mr. Neiley is familiar with the requirements and the opportunities offered by public and private agencies who are interested in supporting preservation of historic buildings. He has completed many projects funded by the National Park Service, The Commonwealth of Massachusetts, The National Trust for Historic Preservation and various private foundations.

ROBERT G. NEILEY ARCHITECTS

ROGER T. PANEK

Education: Pratt Institute. Bachelor of Architecture 1963.

Registration: Massachusetts, New York, New Jersey, NCARB.

Employment History: Robert G. Neiley Architects. 1984 - present.
Bastille-Neiley Architects. 1978 - 1983.
Project Manager for many restoration and
adaptive use projects.

Various firms, East and West coasts. 1963 - 1978.

Special Abilities: Specifications and supervision of construction.

Historic building styles, details and construction
techniques.

Fabrication techniques.

Cost accounting and administration.

Memberships: National Trust for Historic Preservation.

Pertinent
Experience: Mr. Panek brings a broad background in
comprehensive architectural services to his
current area of specialization: restoration,
rehabilitation and remodeling of older buildings.
Supplementing this architectural experience are
his extensive research in American architectural
styles, and his work in construction contracting.
He is the author of a nationally distributed
publication dealing with historical American
architecture. On a local level, Mr. Panek has
developed a lecture with visual aids to explain
causes and solutions of building deterioration
problems to condominium owners.

ROBERT G. NEILEY ARCHITECTS

JANET P. SHOTWELL

Education: A.A.S. in Architectural Technology
State University of New York, Delhi, 1978.

B.S. in Historic Preservation
Roger Williams College, 1981.

Professional
Employment:

Robert G. Neiley Architects, 1984 - .
Bastille-Neiley Architects, 1983 - 1984.
Historic Salem, Inc., Executive Director, 1984 - 1985.
Madison County Historical Society, Oneida, New York,
Consultant, 1982 - 1983.
Crawford & Stearns, Architects & Preservation
Planners, Syracuse, New York, 1981 - 1983.
Union County, New Jersey, Project Director, 1981.
Stetson-Dale, Architects and Engineers, Utica, New
York, 1978 - 1979.

Pertinent
Experience:

Ms. Shotwell has been actively involved in several
Downtown and Main Street Revitalization programs
providing expertise in the areas of survey, planning
and design. As Executive Director of Historic
Salem, Inc., her responsibilities included the de-
velopment and administration of its various preservation
education programs.

Survey experience includes a National Register
District nomination for the City of Oneida, New York,
as well as developing a local district survey for
the Village of Potsdam, New York.

Ms. Shotwell was the project director of the stabiliza-
tion of the Deserted Village, an 1840's mill town.
Services included project coordination, preservation
education and structure analysis.

ROBERT G. NEILEY ARCHITECTS

LIST OF COMPARABLE OR PERTINENT PAST PROJECTS

ROBERT G. NEILEY ARCHITECTS

PERTINENT PROJECTS INVOLVING HISTORIC STRUCTURES

Harvard University	Memorial Hall (1876)	New roofing, flashing, painting and replacement of elaborate stone and metal ornament.
	Holden Chapel (1742)	Repair of original roof frame.
	Masters' House (1930)	Complete re-construction of the interior, plus a new wing.
Bath, Maine	Percy & Small Shipyard of Bath Marine Museum	Restoration of original (c.1890) shipyard buildings for exhibition.
Gloucester, Mass.	Hammond Castle Museum	Restoration of masonry and re-creation of cast stone ornamentation. Consultation on exhibit design.
Arlington, Mass.	Whittemore-Robbins House (c. 1795)	Historic Restoration of principal rooms for museum use.
Roxbury, Mass.	Shirley-Eustis House (1746)	Historic restoration of site, exterior and interior of House as a museum.
Lawrence, Mass.	City Hall (c.1860)	Restoration of elaborate Victorian Tower.
Fitchburg, Mass.	Armory (1880)	Restoration of pseudo-medieval masonry and roofs.
Fitchburg, Mass.	City Hall (c.1860)	Exterior restoration.
Norwood, Mass.	Town Hall (1920)	Restoration of Gothic stone walls, towers and belfry.
Bridgewater, Mass.	Redmen's Hall (c.1835)	Restoration and conversion to bank use.
Brockton, Mass.	D.W.Field Park (Olmsted Park Program)	Survey, evaluation and recommendations on park structures

ROBERT G. NEILEY ARCHITECTS

Arlington, Mass.	Greek Orthodox Church of St. Athanasius the Great (c.1830)	Complete exterior restoration of tower, belfry, dome and sanctuary. New color schemes.
Norton, Mass.	Wheaton College	New Campus Center (New construction connecting historic buildings).
Arlington, Mass.	Calvary Methodist Church	Restoration of the Bulfinch bell tower.
Beverly, Mass.	Waterfront Revitalization	Restoration for museum use of existing historic buildings.
Boston, Mass.	187 Pinckney Street Beacon Hill	Restoration and adaptive use.
Beverly, Mass.	Captain John Cabot House (Beverly Historical Society)	Exterior restoration.
Roxbury, Mass.	First Church of Roxbury - John Eliot Square	Full Historic Structure Report
Milton, Mass.	Blue Hills Reservation	Restoration and Conservation of 14 Historic Park Structures
Acton, Mass.	Town Hall (1865)	Major addition in compatible style.
Boston & Brookline Mass.	Emerald Necklace Parks (Olmsted Park Program)	Survey, Evaluation and Recommendations on 36 Park Structures
Milton, Mass.	Captain Robert Bennet Forbes House (1803)	Historic Restoration of exterior and interior of Museum Estate.
Waltham, Mass.	Robert Treat Paine House (1866 & 1886)	Restoration and repair of Museum building exterior and interior

the Firm

Vanasse Hangen Brustlin was founded in 1979 as a transportation and highway engineering firm. The firm has experienced a steady growth in size and range of services offered. Today we provide comprehensive services in transportation, environmental planning and civil engineering having completed more than 1,000 diverse planning and design projects. The firm's rapid and controlled growth results in Vanasse Hangen Brustlin being ranked in 1987 by Engineering News Record as 303 of the top 500 design firms nationally. Furthermore, when the list is reviewed, as a Consulting Engineering firm based in New England and specializing in Transportation, Vanasse Hangen Brustlin is ranked number one.

Our constantly expanding staff includes a large complement of registered professional engineers, urban planners, landscape architects and land surveyors. These top professionals have helped to create a corporate environment that strives for excellence. Technical competence is maintained at the highest level through active participation in professional organizations including American Society of Civil Engineers, Institute of Transportation Engineers, American Planning Association and Urban Land Institute.

Vanasse Hangen Brustlin's broad client base allows the firm to bring a unique breadth of experience to individual projects. Clients include state highway departments, cities and towns, transit and port authorities, real estate developers, hospitals, universities, members of industry, architects and other consulting firms. Services provided encompass all phases of engineering practice from concept formulation to design and construction management.

- | | |
|---------------------------|-------------------------------|
| o Traffic Engineering | o Civil/Site Engineering |
| o Transportation Planning | o Structural Engineering |
| o Environmental Studies | o Landscape Architecture |
| o Urban Planning | o Wastewater Treatment Design |
| o Parking Studies | o Construction Services |
| o Public Works Management | o Land Survey |
| o Traffic Signal Design | |

Vanasse Hangen Brustlin is organized to provide quality and timely service to clients. Our staff is large enough to handle the most complex projects. Resources can be applied to individual assignments to meet the most demanding project schedule. Our roots as a small firm that gives personal attention to client needs have not been forgotten. Each project is organized around a select team of professionals. This team concept fosters a staff commitment to project success which is unique in a firm our size.

Client service and technical quality, two of the keys to Vanasse Hangen Brustlin's success, are complemented by communication with clients, government agencies and the public. We take pride in our ability to carry projects through the regulatory and review process expeditiously by presenting the issues and solutions clearly.

Professional Services

Vanasse Hangen Brustlin is a full-service firm and offers professional expertise in a number of transportation planning and engineering related areas:

Transportation Planning - Vanasse Hangen Brustlin traffic engineers and transportation planners have undertaken and completed a large number of traffic impact and planning studies for a wide variety of situations. CBD traffic circulation studies have been conducted in a number of major communities. Municipalities and other public agencies attempting to correct existing or anticipated traffic and parking problems are among the firm's list of representative clients.

Parking Facility Planning and Design - Vanasse Hangen Brustlin assists clients in making decisions regarding parking facilities by providing technical expertise in the identification of parking characteristics; development of parking programs; facility design; preparation of operations/maintenance programs; and the conduct of feasibility analyses.

Structural Design - Vanasse Hangen Brustlin provides structural engineering services for the design and construction of multi-level parking facilities, bridge rehabilitation/replacements, earth retaining structures, and building design. The firm has also been involved in the inspection, rating, evaluation and repair of several municipal and state owned bridges throughout the area. The firm has been able to identify and implement meaningful infrastructure improvement programs for the improvement of community owned facilities.

Highway Design - Design engineering and construction inspection services have been provided for many projects throughout New England. Projects undertaken vary in size from small residential street improvements to multi-lane limited access highways. In Public Works Economic Development (PWED) projects, the firm played a key role in the successful completion of several roadway construction projects in a short time period to qualify the communities for this state funded program in Massachusetts.

Pavement Management and Priority Programming - The development of Pavement Management Systems for state, county and municipal departments responsible for roadway maintenance and repair is at the forefront of current technology. Vanasse Hangen

Brustlin has been a leader in the development of procedures for analyzing and prioritizing the maintenance needs of paved roadway networks and has installed such a system for several communities.

Traffic Engineering - The design of traffic signals and the specification of other traffic control devices such as pavement markings and signing has been provided on numerous urban systems and TOPICS projects. Vanasse Hangen Brustlin has also conducted statewide traffic signal inventories and upgraded designs for Massachusetts and Vermont.

Environmental Studies - Vanasse Hangen Brustlin's Environmental Department has the capabilities to conduct environmental studies ranging from site assessments to full impact statements. Staff have conducted EIS's on major highway projects in New England and for a variety of other projects nationwide, including large-scale urban and suburban commercial developments, waterfront projects, and major airports and rail facilities. The Environmental Department has directed nationwide environmental policy studies relating to areawide environmental planning, resource management, and impact assessment.

Urban Planning - Vanasse Hangen Brustlin's multi-disciplined planning team assists private and public clients with the conceptual and technical services to facilitate large scale, complex, and mixed-use developments. The team includes planners, engineers, landscape architects, environmental analysts, and graphic designers. Capabilities include: urban/regional planning; master planning and land use/development planning; feasibility and site analysis; environmental analysis; downtown revitalization strategies; waterfront planning; natural resources planning; and graphic design to communicate planning goals. Vanasse Hangen Brustlin, Inc. offers the practical planning capabilities necessary for sensitive and responsive development of the built environment.

Site Engineering - Vanasse Hangen Brustlin offers a range of services associated with site development, including civil engineering, surveying, utility and drainage designs and landscape architecture.

Landscape Architecture - Landscape architecture services are provided as part of our full line of design capabilities. Our in-house Landscape Architecture staff has the depth of experience to understand the importance of material selection,

placement, maintenance considerations and cost control as a function of the total appearance and functionality of the project.

Construction Monitoring Services - Vanasse Hangen Brustlin provides design engineering and construction monitoring services for projects throughout New England that vary in size from small residential street improvements and reconstruction of secondary roadways to the reconstruction of parking and transit areas.

Surveys - Vanasse Hangen Brustlin has in-house survey capabilities for topographic, property, and construction surveys. The survey crews are utilized in conjunction with design projects being executed by Vanasse Hangen Brustlin and they also provide services to public and private clients.

William J. Roache

EDUCATION

Pennsylvania State University, M.S.C.E., 1976
Northeastern University, B.S.C.E., 1975

AFFILIATIONS

American Society of Civil Engineers
Institute of Traffic Engineers

REGISTRATION

Registered Professional Engineer - Maine

As Manager of the firm's Transportation Planning Group, Mr. Roache has directed and participated in the preparation of planning, feasibility and management studies, environmental impact assessments, preliminary designs and cost estimates for highway, parking, transit and land development projects throughout the eastern United States.

RECENT PROJECTS

- Boston CBD Parking Study. As project Manager, Mr. Roache was responsible for the development of the project work program defining data collection procedures and analysis methods for the study of the city's 20,000 parking spaces. The analysis identified current demand levels, projected impacts of future development on the parking supply, and recommended a series of changes to the city's parking policy to alleviate anticipated supply deficits. Recommended improvements included expansion of existing city parking facilities, construction of new facilities, implementation of demand reduction strategies and parking system management procedures.

- Corridor Planning Study for Commercial Street, Portland, Maine. As director of a multi-disciplinary team of planners, engineers and designers, Mr. Roache was responsible for assessing the diverse transportation demands along Portland's principal waterfront access roadway. Studies included evaluation of potential corridor development traffic, parking and pedestrian demands, transit service and goods-movement activity. Analysis results were used to develop preliminary corridor plans and cost estimates for Commercial Street.

- Transportation Systems Management Study of Dewey Square, Boston, Massachusetts. Evaluated the transportation benefits of traffic, circulation, signalization and transit improvements in a 12-block area of downtown Boston including Dewey Square and the South Station transportation terminal. Highlights of the project included development and evaluation of signal timing and phasing plans and bus priority treatments for the MBTA's express bus service to downtown.

- Logan Airport Access Study, Boston, Massachusetts. As project manager, Mr. Roache was responsible for evaluating current airport travel demands, the impact of future airport growth on the surface transportation system and the development of comprehensive traffic improvement plan which addressed immediate as well as long term transportation needs. The recommendations of this study resulted in a \$5 million capital improvement to the Airport's road system.

- Logan Airport Parking Study, Boston, MA - Directed a multi-discipline study team examining airport parking needs through the year 2000. This effort involved an extensive data collection program to define travel characteristics of airport parkers. This information was then used to project future parking needs and develop alternative solutions. Alternatives were screened and the most promising solutions evaluated in detail with respect to need, construction and operating cost and impact on system revenues.

PREVIOUS EXPERIENCE

In addition, Mr. Roache has directed transportation studies in the following engineering areas:

- Parking Facility Planning/Design
 - Parking Master Plan, Brattleboro, VT
 - Parking Master Plan, Maine Medical
 - Parking Management Study, Newton-Wellesley Hospital
 - Revenue Control Study, Quincy, MA
- Traffic/Environmental Impact Reports
 - South Boston Army Base Renovation EIR
 - Commonwealth Pier Five Redevelopment
 - Newton Place Mixed-Use Development
 - Stratton Mtn. North Face Development
- Transit Planning
 - Transit Development Program, Middletown, CT
 - MIT Campus Bus Evaluation Study
 - North Shore Transit Evaluation Study

CURRICULUM VITAE
INA B. HEAFITZ

EDUCATION: Brown University, Providence, R.I.
B.A., 1966 Math Concentration

Yale University, New Haven, CT
M.A.T, 1967

EMPLOYMENT: Newton North High School, Newton, MA
Math teacher for approximately fifteen years

B. DEVELOPMENT PLAN

BENJAMIN THOMPSON & ASSOCIATES, INC.

ONE STORY STREET, CAMBRIDGE, MASS. 02138 · TEL. 617-876-4300 · TWX 710 3200 172

Development Plan - Renovation

Due to the designation of this important Boston historic landmark by the city, as well as being listed on the state and National Registers of Historic Places, the Customs House will require the most sensitive restoration, and careful attention to detail in its adaptive re-use.

To coordinate these efforts, we have assembled an excellent team of participants to see that the historic character and architectural integrity of the building, which we propose as a Maritime Museum on the lower levels, is in keeping with the building's original design and history as Boston's former center of 19th century maritime commerce.

Benjamin Thompson & Associates will be directing the restoration effort and will be selecting a construction manager in this extensive coordination. We will be assisted in this historic preservation work by Robert Neiley AIA, one of the experts in the field of restoration. He has worked extensively in this field at both the State and Federal level and is very familiar with the U.S. Dept. of Interiors, Guidelines for Rehabilitation of Historic Buildings. (see attached resume).

We anticipate providing an entirely new HVAC, Electrical, Life safety, and Sprinkler system in order to update and comply with all current code standards. Special concealed lighting will be a very important factor, particularly within the interior rotunda space as well as building exterior.

Existing stairs will be modified as necessary to meet city and State codes and new firestairs constructed as required. Vertical circulation (elevators) will be replaced with more efficient, faster cabs., for both the office floors and the public Observation Deck. The Maritime Museum will have an additional large elevator circulating between the museum floors to move people more efficiently.

Exterior treatment will be limited to the addition of entrance canopies to identify the entrances of both the office complex and Maritime-Whydah Museum. We are proposing the addition of a small glass, unobtrusive, free standing ticket pavilion for museum visitors and those wishing to obtain free passes to the Observation Deck.

Quality will be the keyword in restoring this historic landmark to the vitality of the Boston Waterfront District.

C. DEVELOPMENT PLAN FOR CULTURAL USE

DEVELOPMENT PLAN FOR CULTURAL USE

Explanation of Exhibits:

The location, beauty, and historic importance of the Custom House, and the fascinating story of the Whydah, combine to create a unique opportunity for Boston. The museum will tell the story of the pirate ship Whydah, lost in a storm off the coast of Cape Code in 1717, and rediscovered by Maritime Explorations, Inc. in 1983. The discovery of the Whydah has resulted in the excavation of over 80,000 artifacts to date, (representing only 5% of what remains at the excavation site), which reveal the colorful history of life on the high seas, when Boston was a major focus of coastal trade between the Cape and Islands, Plymouth, Salem, Providence and New York.

The story of the Whydah herself is an intriguing one. Designed and built in London in 1716, the wooden ship-rigged galley was designed as a cargo ship, and was also used in the slave trade. At the time of her wreck off the shore of Cape Cod, she had sailed for many years as a pirate ship under the captaincy of "Black Sam" Bellamy. She was a ship rich in her booty of silver, gold, and armaments. Artifacts recovered from the Whydah include English and Colonial household objects such as shoe buckles, teapot, and tableware, as well as weapons, and a vast treasury of gold and silver coin from many foreign nations, including Peru, Mexico, Spain, Africa, and India.

The story of the Whydah, her expanding trove of treasure from pre-revolutionary colonies, Spanish empire, Africa and Asia, and the equally engaging modern story of how the wreck was discovered and uncovered by the extraordinary daring and diligence of Barry Clifford of Orleans, provide limitless material for the design of a truly innovative museum. Clifford, a deep sea explorer, single-handedly assembled the special space age technology that made this scientific excavation possible. His years of research, search for support, analysis of the wreck's location, and ultimate triumph in its discovery, is a gripping drama that belongs exclusively to Massachusetts. Its presentation would be a "first" for Boston.

A museum which tells this story would serve as a cultural resource for Bostonians, for New Englanders, and visitors of all ages and nationalities. And at the same time, it would restore the important link between the Custom House and Boston's maritime past. Museum design will emphasize history, as well as oceanographic archaeology. Many different kinds of displays would recreate the exciting social and political history surrounding the Whydah, and would provide insight into the technology of underwater exploration. Live displays, such as cleaning and restoring encrusted artifacts, are proposed. Film documents of ongoing explorations will be presented, and the "newest discoveries" would continually be displayed to attract return visits.

Experiencing the Museum:

The Maritime-Whydah Museum will offer a variety of exhibits, and tell a number of inter-related stories. The visitor can first become oriented by the displays in the Rotunda Gallery, which will give a brief explanation and preview of the offerings of the Museum, and some dramatic background displays of Boston in 1700 - 1720 period. Here the role of the Custom House in the changing waterfront, and details of Boston's economic and social history will provide an important permanent exhibit. The Whydah Gallery, which spans two levels, will house a 1/3 scale model of the Whydah. This space will detail Whydah history and background; the historic context of the shipwreck; architecture of the ship itself, and an explanation of shipbuilding in the 18th Century. The history of pirateering, the lore, clothing, armaments, and role of the pirate ship in history lend themselves to exciting and dramatic presentation.

On the second floor, it will be possible to have a slightly different view of the Whydah model, and to gain further information about the nature and capacity of the ship--her voyages and ports of call, and the role of the galley in history. The ship's bell, cannon, muskets, and other large remnants of the Whydah would be accommodated in an interesting and educational series of displays in the Collector's Gallery and the Maritime Gallery and Lecture Hall.

The Maritime Gallery and Lecture Hall also suggests the introduction of a changing exhibit in cooperation with other maritime oriented museums whose materials would augment and relate to the story of the Whydah. The Peabody Museum and the Museum of Science have already expressed interest in a cooperative effort, and other museums such as the New Bedford Whaling Museum and Salem Museum would also be logical and desirable partners in the

enterprise of making maritime history come alive again in Boston. Cooperative plans and activities with the New England Aquarium would be a natural outcome of this program, strengthening an important local educational resource. Additional displays as Whydah excavation continues, and as other projects of Maritime Explorations, Inc. develop, would also be housed in the areas reserved for changing display.

Display of the treasure itself can be accommodated in a visually exciting and dramatic way, in the lower basement area. That level, with its dramatic granite columns, large stone foundations, and absence of natural light, creates the ideal setting for a series of small, dramatically lit displays, highlighting groups of treasure--gold and silver coins, small hand guns, utensils, etc. These permanent displays in the Treasury Gallery would take advantage of the mysterious subterranean feeling of the lower basement, in a series of dramatic, individual displays--jewels in the crown of Whydah treasure. The adjacent rotunda space, or Exploration Gallery, would present materials detailing the history of the countries and colonies visited by the Whydah in her travels on the high seas.

Additional space on the lower basement lends itself to housing a small theatre, seating approximately fifty persons, showing films about the history and discovery of the Whydah, the technology of underwater excavation, pirateering, and history, could provide a mix of changing and permanent shows, on educational and informational subjects related to this unique finding.

The Museum of Science, in Cambridge, has expressed interest in housing a marine archaeological "laboratory" -- a space where the activity of cleaning and dating artifacts, could be observed by Museum visitors. Curatorial offices, and a specialized resource library, available for educational and research work, would be located at the Custom House, on the fourth floor, or alternatively in the space immediately below the Observation Deck. The presence of these functions in the museum further expands its importance as an educational resource. The opportunity here for education on the process and drama of archaeological investigation, are significant, particularly in their relationship to the story of the ship itself.

The story of the Whydah, is a story of discovery -- not only of invaluable artifacts, but of a colorful and important part of Boston's maritime and social history. The romance and reality of pirate life; the quest for buried treasure; the drama of a shipwreck; the apprehension and trial of pirate crew; and the process of modern exploration and reclamation, are fascinating to all ages, and all kinds of people. The museum concept includes not only an imaginative and exciting use of the Custom House, and one that relates to the building's history, but an opportunity for theatre, drama, educational activities, display and a wide range of cultural events which would be a uniquely authentic addition to historic downtown Boston.

D. PRO-FORMAS

Project U.S. Custom House
Developer Maritime-Whydah Assoc.

Date 2/5/88
Tel. #/Contact Person 338-0030
Christine Dunn

COMMERCIAL DEVELOPMENT PROGRAM

(Numbers Shown in Thousands)

TOTAL GROSS SQUARE FOOTAGE 101,000 (Excluding Basemen
Office _____
Retail _____
Other (please specify) _____
Parking (if applicable) _____

TOTAL NET SQUARE FOOTAGE 92,818
Office 69,850
Retail _____
Museum ~~Other~~ (please specify) 22,968

HOTEL DEVELOPMENT PROGRAM

TOTAL GROSS SQUARE FOOTAGE _____
Hotel GSF _____
No. Rooms _____
Parking _____
No. Spaces _____

RESIDENTIAL DEVELOPMENT PROGRAM

TOTAL UNITS _____
Mix of Units _____
Studio _____
1 Bed _____
2 Bed _____
Other _____

PARKING _____ spaces

TOTAL GROSS SQUARE FOOTAGE _____ GSF _____ NSF
Average Unit Size _____
Studio _____ GSF _____ NSF
1 Bed _____ GSF _____ NSF
2 BED _____ GSF _____ NSF
Other _____ GSF _____ NSF
Parking _____ GSF

Project U.S. Custom House

Date 2/5/88

Developer Maritime-Whydah Assoc.

Tel. #/Contact Person 338-0030
Christine Dunn

COMMERCIAL DEVELOPMENT PRO FORMA

(Estimates in 1988 Dollars)

(Numbers Shown in Thousands)

TOTAL HARD COSTS

Rehabilitation (\$____/GSF)	\$ <u>10,000</u>
New Construction (\$____/GSF)	<u>750</u>
Parking (\$____/space)	<u> </u>
Site Improvements (\$____/LSF)	<u>800</u>
Tenant Improvements	<u>1,300</u>
Office \$____/NSF	
Retail \$____/NSF	

\$ 12,850

TOTAL SOFT COSTS

\$ 5,770

Architect/Engineering	<u>750</u>
Marketing/Brokerage/Advertising	<u>340</u>
Developer's Fee	<u> </u>
Legal	<u>100</u>
Permits & Fees (specify)	<u>100</u>
Construction Loan Interest	<u> </u>
(____mos. @ ____% or average	
balance of \$____)	<u>1,000</u>
Financing Fees (specify)	<u>150</u>
Real Estate Taxes and Linkage	<u> </u>
during Construction (____mos.)	<u>50</u>
Other Related Costs G.S.A. Loan	<u>2,180</u>
(specify) BRA Down payment	<u>1,100</u>

CONTINGENCY (____% of hard costs)

\$

TOTAL DEVELOPMENT COST

\$ 18,620

Soft Costs as % Hard Costs	<u> </u>
Soft Costs as % Total Development Cost	<u> </u>
Total Development Cost/GSF	<u> </u>

PROJECT WIS. CUSTOM HOUSE DATE 4/27/88
Developer Maritime-Whydah Assoc. Tel. #/Contact Person 338-0030
Christine Dunn

COMMERCIAL OPERATING PRO FORMA

(Carry out of ~~10 years~~ and indicate inflation factor)

Years 1-3

(Numbers Shown in Thousands)

COMMERCIAL INCOME

Office (70 NSF @ \$ 45 /NSF) \$ 3,150
Retail (NSF @ \$ /NSF)
Parking (attach parking rate structure)
Natural Other (NSF @ \$ /NSF) 250

POTENTIAL GROSS INCOME

\$ 3,400

VACANCY (5 %)

(150)

EFFECTIVE GROSS INCOME

\$ 3,250

OPERATING EXPENSES

Office (\$ 6 /NSF) \$ 420
Retail (\$ /NSF)
Parking (\$ /space)
Other (\$ /NSF)
TOTAL (420)

NET OPERATING INCOME

\$ 2,830

* Museum will be non-profit with nominal admission charge to cover expenses.

Project U.S. Custom House Date 2/5/88
Developer Maritime-Whydah Assoc. Tel. #/Contact Person 338-0030
Christine Dunn

COMMERCIAL OPERATING PRO FORMA

(Carry out of ~~10~~ years and indicate inflation factor)

Years 4-8

(Numbers Shown in Thousands)

COMMERCIAL INCOME

Office (70 NSF @ \$ 65 /NSF) \$ 4,550
Retail (NSF @ \$ /NSF)
Parking (attach parking rate structure)
Other (NSF @ \$ /NSF) 250

POTENTIAL GROSS INCOME

\$ 4,800

VACANCY (5 %)

(220)

EFFECTIVE GROSS INCOME

\$ 4,580

OPERATING EXPENSES

Office (\$ 8 /NSF) \$ 560
Retail (\$ /NSF)
Parking (\$ /space)
Other (\$ /NSF)
TOTAL (560)

NET OPERATING INCOME

\$ 4,020

E. MARKETING STUDY

MARKETING STUDY

The marketing study for the Custom House Tower is really divided into two segments: the cultural use and the office use.

Drawing from information from other downtown cultural and public spaces, we have determined that the Aquarium and the Constitution are visited by approximately 1 million to 1.2 million visitors annually. Also, Faneuil Hall Marketplace is toured by over 15 million visitors each year.

The projections for the Maritime-Whydah Museum are for 600,000 visitors per year. These calculations are based upon physical capacity and circulation restrictions developed by Benjamin Thompson & Associates and our museum consultants.

The following office market study, prepared by Leggat McCall/Grubb & Ellis, Inc., supports our concept that there is a market for smaller users who want a prestigious address and quality office space. The Custom House office will be geared to a user of 2,000 square feet on the average with preference given to maritime related office users such as importer/exporters marine architects, and others whose business reflects the maritime history of Boston and the Custom House. Maritime Exploration, Inc. would have its world headquarters at the Custom House.

A similar approach to high quality small users has been received with great success at the Captain's Quarters at the Charlestown Navy Yard. The Captain's Quarters is a Conroy-Heafitz Development.

AVAILABILITY ANALYSIS OF OFFICE BUILDINGS

Prepared by

LEGGAT McCALL/GRUBB & ELLIS, INC.

Exchange Place
Boston, Massachusetts 02109
367-1177

Information contained herein has been obtained from sources we deem reliable. We have no reason to doubt its accuracy, but we do not guarantee it.

Unless otherwise noted, rental rates do not include electricity.

TABLE OF CONTENTS

SUMMARY STATISTICS

DOWNTOWN BOSTON

- 1) UNDER CONSTRUCTION/REHABILITATION
- 2) EXISTING OFFICE BUILDINGS

BACK BAY

- 1) UNDER CONSTRUCTION/REHABILITATION
- 2) EXISTING OFFICE BUILDINGS

SUMMARY STATISTICS OF THE BOSTON OFFICE MARKET

EXISTING BUILDINGS	Number of Buildings	Total Square Feet	Square Feet Available	Percent Available	Rent Range
DOWNTOWN	111	26,179,900	1,782,600	6.8%	\$14.50/\$60.00
BACK BAY	40	9,441,700	331,300	3.5%	\$15.00/\$38.00
TOTAL EXISTING BUILDINGS	151	35,621,600	2,113,900	5.9%	\$14.50/\$60.00

BUILDINGS UNDER CONSTRUCTION

DOWNTOWN					
DELIVERED 1988	12	3,081,800	2,060,900	66.9%	\$19.00/\$55.00
DELIVERED 1989	2	630,000	170,000	27.0%	\$30.00/\$39.00
SUBTOTAL	14	3,711,800	2,230,900	60.1%	\$19.00/\$55.00

BACK BAY

DELIVERED 1988	5	1,121,900	323,900	28.9%	\$26.00/\$38.50
DELIVERED 1989	0	0	0	0	0
SUBTOTAL	5	1,121,900	323,900	28.9%	\$26.00/\$38.50

TOTAL BUILDINGS UNDER CONSTRUCTION

	19	4,833,700	2,554,900	52.9%	\$19.00/\$55.00
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EXISTING OFFICE BUILDINGS

DOWNTOWN BOSTON

<u>BUILDING BY STREET ADDRESS</u>	<u>CONSTR/ REHAB</u>	<u># FLRS</u>	<u>TOTAL BLDG. AREA</u>	<u>AVG. FLOOR</u>	<u>SQ. FT. AVAILABLE</u>	<u>LG CONT AVAIL.</u>	<u>% AVAIL.</u>	<u>RENTAL RATE PER SQ. FT.</u>
1. MASS TEACHERS BUILDING 20 ASHBURTON PLACE	1968	8	35,000	4,500	0	0	0%	N/A
2. ATLANTIC BUILDING 400 ATLANTIC AVENUE	1899/ 1984	6	100,000	17,000	0	0	0%	N/A
3. HARBOR PLAZA 470 ATLANTIC AVENUE	1926/ 1981	13	333,000	25,600	12,000	9,000	4%	\$22.00/\$28.00
4. FEDERAL RESERVE PLAZA 600 ATLANTIC AVENUE	1976	29	1,140,000	14,600	8,600	8,600	1%	\$35.00
5. 695 ATLANTIC AVENUE	1986	10	125,600	12,500	0	0	0%	N/A
6. COMMERCIAL UNION BUILDING ONE BEACON STREET	1973	40	1,100,000	30,500	80,000	30,000	7%	\$29.00/\$35.00
7. 6 BEACON STREET	1902	11	70,000	6,400	4,100	4,100	6%	\$23.75
8. 11 BEACON STREET	1923	11	121,000	11,000	15,000	12,500	12%	\$23.75
9. BEDFORD BUILDING 99 BEDFORD STREET	1875/ 1982	5	83,900	16,800	1,500	1,500	2%	\$25.00/\$26.00
10. BOSTON COMPANY BUILDING ONE BOSTON PLACE	1970	40	820,000	20,000	60,000	60,000	7%	\$35.00
11. 15 BROAD STREET	1911	10	62,000	6,000	6,000	900	10%	\$18.00/\$22.00
12. 33 BROAD STREET	1904/ 1980	11	37,400	3,400	5,600	5,600	15%	\$24.00/\$35.00

EXISTING OFFICE BUILDINGS

DOWNTOWN BOSTON

BUILDING BY STREET ADDRESS	CONSTR/ REHAB	# FLRS	TOTAL BLDG. AREA	AVG. FLOOR	SQ. FT. AVAILABLE	LG CONT AVAIL.	% AVAIL.	RENTAL RATE PER SQ. FT.
13. BOSTON INSURANCE EXCHANGE BLDG 40 BROAD STREET	1923/ 1987	10	260,000	24,500	4,300	4,300	2%	\$26.00
14. 88 BROAD STREET	1903/ 1982	9	58,000	6,600	6,900	6,700	12%	\$25.00
15. BATTERYMARCH BUILDING 89 BROAD STREET	1928	12	289,000	17,000	10,500	7,400	4%	\$18.00/\$23.00
16. CAPITAL BANK BUILDING ONE BULFINCH PLACE	1973	6	45,000	9,000	0	0	0%	N/A
17. ONE CENTER PLAZA	1966	9	200,000	22,000	50,000	50,000	25%	\$30.00
18. TWO CENTER PLAZA	1967	9	200,000	22,000	0	0	0%	N/A
19. THREE CENTER PLAZA	1969	9	200,000	22,000	8,000	8,000	4%	\$33.00
20. CHARLES RIVER PLAZA 100 CHARLES RIVER PLAZA	1968	9	130,000	13,800	0	0	0%	N/A
21. 50 CONGRESS STREET	1902	10	120,000	12,000	0	0	0%	N/A
22. 211 CONGRESS STREET	1924	11	71,500	6,500	6,200	6,200	9%	\$24.00
23. 230 CONGRESS STREET	1930	12	134,000	10,900	5,800	5,800	4%	\$17.00
24. 303 CONGRESS STREET	1984	6	63,500	11,000	3,000	1,700	5%	\$29.00
25. 347 CONGRESS STREET	1982/ 1984	6	75,000	12,500	11,500	11,500	15%	\$14.50/\$16.50
26. 15 COURT SQUARE	1922	11	85,000	7,700	7,900	1,600	9%	\$19.00/\$22.00
27. ONE COURT STREET	1889	12	78,000	4,800	1,900	1,900	2%	\$25.00
28. 40 COURT STREET	1914	12	70,000	4,800	0	0	0%	N/A

EXISTING OFFICE BUILDINGS

DOWNTOWN BOSTON

BUILDING BY STREET ADDRESS	CONSTR/ REHAB	# FLRS	TOTAL BLDG. AREA	AVG. FLOOR	SQ. FT. AVAILABLE	LG CONT AVAIL.	% AVAIL.	RENTAL RATE PER SQ. FT.
29. CITY BANK BUILDING 55 COURT STREET	1969	5	50,000	10,000	0	0	0%	N/A
30. TWO DEVONSHIRE STREET	1983	40	138,000	18,800	0	0	0%	N/A
31. FIDELITY BUILDING 82 DEVONSHIRE STREET	1921/ 1976	9	196,000	22,000	0	0	0%	N/A
32. 85 DEVONSHIRE STREET	1906	10	54,000	5,400	8,700	8,700	16%	\$21.00/\$25.00
33. MINOT BUILDING 111 DEVONSHIRE STREET	1910	10	59,000	5,900	5,500	2,700	9%	\$21.00/\$25.00
34. 161 DEVONSHIRE STREET	1902/ 1981	11	60,500	5,500	0	0	0%	N/A
35. 185 DEVONSHIRE STREET	1910/ 1986	11	85,000	6,300	20,000	6,300	24%	\$27.00/\$30.00
36. LINCOLN PLAZA 183 ESSEX STREET	1895/ 1987	8	165,000	19,600	0	0	0%	N/A
37. FANEUIL HALL MARKETPLACE 1-6 FANEUIL HALL MARKETPLACE	1820/ 1978	5	150,000	30,000	1,000	1,000	1%	\$19.00
38. SHAWMUT BANK BUILDING ONE FEDERAL STREET	1975	38	1,100,000	24,600	0	0	0%	N/A
39. 24 FEDERAL STREET	1920	12	62,400	5,200	0	0	0%	N/A
40. 50 FEDERAL STREET	1900/ 1987	10	70,000	6,300	16,800	6,500	24%	\$22.00/\$28.00
41. 70 FEDERAL STREET	1966	7	63,000	8,300	26,000	26,000	41%	\$24.75

EXISTING OFFICE BUILDINGS

DOWNTOWN BOSTON

BUILDING BY STREET ADDRESS	CONSTR/ REHAB	# FLRS	TOTAL BLDG. AREA	AVG. FLOOR	SQ. FT. AVAILABLE	LG CONT AVAIL.	% AVAIL.	RENTAL RATE PER SQ. FT.
42. 75 FEDERAL STREET	1920/ 1985	21	255,900	17,600	40,000	40,000	16%	\$29.00
43. BANK OF BOSTON BUILDING 100 FEDERAL STREET	1971	37	1,355,600	28,000	114,000	75,000	8%	\$35.00/\$37.50
44. 133 FEDERAL STREET	1960/ 1980	13	142,000	9,700	1,700	1,700	1%	\$28.00
45. 155 FEDERAL STREET	1983	18	192,000	10,600	24,500	12,000	13%	\$29.50/\$33.50
46. THE LANDMARK 160 FEDERAL STREET	1930/ 1986	24	331,000	24,000	30,000	2,800	9%	\$31.00/\$35.00
47. FIDUCIARY TRUST BUILDING 175 FEDERAL STREET	1977	16	210,000	15,000	0	0	0%	N/A
48. WELD BUILDING 176 FEDERAL STREET	1900/ 1987	5	64,000	11,000	15,000	11,000	23%	\$32.00
49. ONE FINANCIAL CENTER	1984	46	1,250,000	23,000	74,800	32,900	6%	\$30.00/\$45.00
50. 77 FRANKLIN STREET	1913	10	50,000	5,000	11,000	11,000	22%	\$27.00
51. 100 FRANKLIN STREET	1906/ 1979	10	100,000	10,000	26,500	1,400	27%	\$17.00/\$27.50
52. STATE STREET BANK BUILDING 225 FRANKLIN STREET	1966	33	870,000	23,800	40,000	40,000	5%	\$40.00/\$42.00
53. 260 FRANKLIN STREET	1985	23	345,000	16,000	6,600	4,000	2%	\$37.00/\$38.00
54. PAINE WEBBER BUILDING 265 FRANKLIN STREET	1984	20	320,000	16,000	0	0	0%	N/A

EXISTING OFFICE BUILDINGS

DOWNTOWN BOSTON

<u>BUILDING BY STREET ADDRESS</u>	<u>CONSTR/ REHAB</u>	<u># FLRS</u>	<u>TOTAL BLDG. AREA</u>	<u>AVG. FLOOR</u>	<u>SQ. FT. AVAILABLE</u>	<u>LG CONT AVAIL.</u>	<u>% AVAIL.</u>	<u>RENTAL RATE PER SQ. FT.</u>
55. 10 HIGH STREET	1925/ 1982	11	88,000	8,000	17,300	10,000	20%	\$23.00/\$27.00
56. KEYSTONE BUILDING 99 HIGH STREET	1971	32	780,000	25,000	16,000	5,500	2%	\$28.00
57. 126 HIGH STREET	1920/ 1982	9	67,500	7,500	0	0	0%	N/A
58. INTERNATIONAL PLACE I	1987	46	1,025,000	23,000	127,000	127,000	12%	\$36.00/\$48.00
59. UNITED WAY BUILDING 87 KILBY STREET	1913/ 1979	11	63,800	5,800	0	0	0%	N/A
60. ONE LIBERTY SQUARE	1926/ 1982	13	154,700	11,800	22,000	7,000	14%	\$31.50
61. 55 KILBY STREET 10 LIBERTY SQUARE	1874/ 1981	6	18,600	3,100	1,100	1,100	6%	\$27.00
62. ONE MILK STREET	1874/ 1982	6	45,000	7,500	6,100	3,500	14%	\$26.00/\$27.50
63. 31 MILK STREET	1923/ 1987	11	100,000	9,100	30,000	6,200	30%	\$26.75
64. 45 MILK STREET	1892/ 1983	9	66,000	7,300	0	0	0%	N/A
65. 50 MILK STREET	1982	21	260,000	15,000	13,000	13,000	5%	\$35.00
66. 79 MILK STREET	1920/ 1987	11	49,500	4,500	1,300	1,300	3%	\$23.00

EXISTING OFFICE BUILDINGS

DOWNTOWN BOSTON

BUILDING BY STREET ADDRESS	CONSTR/ REHAB	# FLRS	TOTAL BLDG. AREA	AVG. FLOOR	SQ. FT. AVAILABLE	LG CONT AVAIL.	% AVAIL.	RENTAL RATE PER SQ. FT.
67. 177 MILK STREET	1890/ 1981	7	68,000	8,500	0	0	0%	N/A
68. ROYAL GLOBE BUILDING 25 NEW CHARDON STREET	1968	5	80,000	16,000	0	0	0%	N/A
69. TWO OLIVER STREET	/	11	200,000	16,700	26,000	26,000	13%	\$24.00
70. ONE POST OFFICE SQUARE	1981	42	760,000	21,000	10,000	10,000	1%	\$45.00/\$49.50
71. 10 POST OFFICE SQUARE	1913/ 1979	14	163,000	11,600	11,400	11,400	7%	\$30.00
72. TEN POST OFFICE SQUARE	1930/ 1983	13	240,000	17,600	22,900	17,600	9%	\$30.00
73. 12 POST OFFICE SQUARE 60 CONGRESS STREET	1907/ 1982	7	30,000	5,000	6,900	5,000	23%	\$25.00
74. ROWES WHARF	1987	7	340,000	23,000	41,700	1,200	12%	\$40.00/\$60.00
75. RUSSIA WHARF WEST 530 ATLANTIC AVENUE	1898/ 1980	7	95,000	13,500	28,900	28,900	30%	\$22.00/\$23.00
76. RUSSIA WHARF CENTRAL 270 CONGRESS STREET	/	7	65,100	9,300	7,200	7,200	11%	\$23.00
77. RUSSIA WHARF EAST 286 CONGRESS STREET	1982	7	140,000	20,000	13,500	13,500	10%	\$23.00
78. 24 SCHOOL STREET	1925	10	70,000	7,400	0	0	0%	N/A
79. 27 SCHOOL STREET	1903/ 1980	6	56,600	11,000	0	0	0%	\$23.00/\$25.00

EXISTING OFFICE BUILDINGS

DOWNTOWN BOSTON

BUILDING BY STREET ADDRESS	CONSTR/ REHAB	# FLRS	TOTAL BLDG. AREA	AVG. FLOOR	SQ. FT. AVAILABLE	LG CONT AVAIL.	% AVAIL.	RENTAL RATE PER SQ. FT.
80. 44 SCHOOL STREET	1924	11	50,000	5,400	2,500	2,500	5%	\$23.75
81. OLD CITY HALL 45 SCHOOL STREET	1865/ 1982	7	90,000	13,000	3,500	3,500	4%	\$32.00
82. SEARS CRESCENT BUILDING	1848/ 1969	5	46,500	7,700	0	0	0%	N/A
83. 51 SLEEPER STREET	1932/ 1983	8	147,000	18,200	0	0	0%	N/A
84. 50 STANIFORD STREET	1975	10	200,000	19,700	0	0	0%	\$24.00
85. ONE STATE STREET	1928	14	56,000	4,000	7,000	7,000	13%	\$24.75
86. BANK OF NEW ENGLAND BUILDING 28 STATE STREET	1968	40	595,000	17,200	4,900	4,900	1%	\$26.00
87. EXCHANGE PLACE 53 STATE STREET	1984	40	1,120,200	25,000	6,000	6,000	1%	\$30.50/\$48.00
88. 60 STATE STREET	1977	38	820,000	22,500	0	0	0%	N/A
89. INDIA BUILDING 84 STATE STREET	1901/ 1986	11	99,000	9,000	42,000	42,000	42%	\$31.50
90. 131 STATE STREET	1901	11	90,000	8,100	10,500	10,500	12%	\$23.75
91. 148 STATE STREET	1920	11	50,000	4,500	5,000	2,700	10%	\$23.75
92. 189 STATE STREET		8	23,400	2,900	4,500	4,500	19%	\$26.00
93. 195 STATE STREET	1858	6	21,000	3,500	3,000	3,000	14%	\$24.50
94. MARKETPLACE CENTER 200 STATE STREET	1985	16	296,000	20,700	42,600	36,000	14%	\$37.00/\$41.00

EXISTING OFFICE BUILDINGS

DOWNTOWN BOSTON

BUILDING BY STREET ADDRESS	CONSTR/ REHAB	# FLRS	TOTAL BLDG. AREA	AVG. FLOOR	SQ. FT. AVAILABLE	LG CONT AVAIL.	% AVAIL.	RENTAL RATE PER SQ. FT.
95. NEWORLD BANK BUILDING 55 SUMMER STREET	1975	10	140,000	14,000	14,100	8,000	10%	\$25.00/\$26.00
96. HCW BUILDING 99 SUMMER STREET	1987	20	271,700	13,600	172,100	80,000	63%	\$33.00/\$46.00
97. BLUE CROSS BUILDING 100 SUMMER STREET	1974	33	1,075,000	34,600	34,600	34,600	3%	\$35.00
98. CHURCH GREEN 1 101 SUMMER STREET	1874/ 1981	5	53,000	9,200	4,300	4,300	8%	\$25.00/\$26.00
99. STONE & WEBSTER BUILDING 245 SUMMER STREET	1975	14	900,000	65,000	0	0	0%	N/A
100. 253 SUMMER STREET	1987	6	102,000	17,000	64,000	63,500	63%	\$23.00/\$27.00
101. 268 SUMMER STREET	1982	8	68,000	7,900	29,100	0	43%	\$18.00
102. 280 SUMMER STREET	1987	10	125,000	12,500	125,000	0	100%	\$20.00/\$26.00
103. 18 TREMONT STREET	1903/ 1979	12	160,000	14,400	14,400	13,200	9%	\$22.00/\$24.00
104. 141 TREMONT STREET	1972	12	60,000	5,500	10,800	5,000	18%	\$23.00/\$25.00
105. 150 TREMONT STREET	1905/ 1983	11	100,000	11,000	2,600	800	3%	\$25.00
106. ONE WASHINGTON MALL	1972	17	150,000	8,800	0	0	0%	N/A

EXISTING OFFICE BUILDINGS

DOWNTOWN BOSTON

BUILDING BY STREET ADDRESS	CONSTR/ REHAB	# FLRS	TOTAL BLDG. AREA	AVG. FLOOR	SQ. FT. AVAILABLE	LG CONT AVAIL.	% AVAIL.	RENTAL RATE PER SQ. FT.
107. OLD SOUTH BUILDING 294 WASHINGTON STREET	1902	11	155,000	19,200	1,500	1,500	1%	\$22.00
108. 7 WATER STREET	1901/ 1978	9	40,000	3,900	0	0	0%	N/A
109. PROVIDENT BANK BUILDING 30 WINTER STREET	1973	12	70,000	9,200	5,400	5,400	8%	\$25.00
110. ONE WINTHROP SQUARE	1873/ 1974	5	105,000	21,000	0	0	0%	N/A
111. 20 WINTHROP SQUARE	1873/ 1983	5	30,000	6,000	0	0	0%	N/A
TOTALS			26,179,900		1,782,600			
			== ==		== ==			

BOSTON BACK BAY

BUILDING BY STREET ADDRESS	CONSTR/ REHAB	# FLRS	TOTAL BLDG. AREA	AVG. FLOOR	SQ. FT. AVAILABLE	LG CONT AVAIL.	% AVAIL.	RENTAL RATE PER SQ. FT.
1. HERITAGE ON THE GARDEN 75 PARK PLAZA	1988	12	122,000	43,000	80,750	80,750	66%	\$38.50
2. NEW ENGLAND LIFE TOWER 500 BOYLSTON STREET	1988	25	660,000	22,000	22,000	22,000	3%	\$36.00/\$38.00
3. 360 NEWBURY STREET	1910/ 1988	8	124,900	15,600	51,000	51,000	41%	\$26.00/\$30.00
4. 420 BOYLSTON STREET	1918/ 1988	6	105,000	15,000	78,000	78,000	74%	\$33.00
5. 745 BOYLSTON STREET	1920/ 1988	8	110,000	15,000	92,200	92,200	84%	\$28.00/\$32.00

TOTALS 1,121,900 323,950

EXISTING OFFICE BUILDINGS

BOSTON BACKBAY

<u>BUILDING BY STREET ADDRESS</u>	<u>CONSTR/ REHAB</u>	<u># FLRS</u>	<u>TOTAL BLDG. AREA</u>	<u>AVG. FLOOR</u>	<u>SQ. FT. AVAILABLE</u>	<u>LG CONT AVAIL.</u>	<u>% AVAIL.</u>	<u>RENTAL RATE PER SQ. FT.</u>
1. 17 ARLINGTON STREET	1900/ 1983	5	7,200	1,200	0	0	0%	N/A
2. COOLIDGE BANK BUILDING 75 ARLINGTON STREET	1914/ 1980	10	240,000	24,000	32,500	20,000	14%	\$21.00/\$24.00
3. 142 BERKELEY STREET	1892/ 1983	5	100,000	20,000	35,000	7,600	35%	\$15.00
4. LIBERTY MUTUAL BUILDING 175 BERKELEY STREET	1938	10	394,000	36,000	0	0	0%	N/A
5. OLD HANCOCK BUILDING 200 BERKELEY STREET	1949	28	600,000	22,000	0	0	0%	N/A
6. THE LITTLE BUILDING 80 BOYLSTON STREET	1917/ 1984	12	260,000	15,000	2,500	950	1%	\$18.00/\$21.00
7. COLONIAL THEATRE 100 BOYLSTON STREET	1900	10	150,000	15,000	9,600	5,700	6%	\$20.00/\$23.50
8. WALKER BUILDING 120 BOYLSTON STREET	1902/ 1982	10	156,000	18,500	0	0	0%	N/A
9. ELDRIDGE BUILDING 376 BOYLSTON STREET	1900/ 1982	6	36,000	5,600	11,500	11,500	32%	\$26.00
10. 399 BOYLSTON STREET	1984	13	210,000	16,000	0	0	0%	N/A
11. 410 BOYLSTON STREET	1930/ 1984	5	12,000	2,100	1,000	1,000	8%	N/A

EXISTING OFFICE BUILDINGS

BOSTON BACKBAY

BUILDING BY STREET ADDRESS	CONSTR/ REHAB	# FLRS	TOTAL BLDG. AREA	AVG. FLOOR	SQ. FT. AVAILABLE	LG CONT AVAIL.	% AVAIL.	RENTAL RATE PER SQ. FT.
12. WARREN CHAMBERS BUILDING 419 BOYLSTON STREET	1897/ 1984	8	40,000	5,100	0	0	0%	N/A
13. NEW ENGLAND LIFE BUILDING 501 BOYLSTON STREET	1941	10	600,000	55,000	0	0	0%	N/A
14. CHASE BUILDING 535 BOYLSTON STREET	1964	13	90,000	5,800	18,400	14,400	20%	\$15.00/\$28.00
15. 545 BOYLSTON STREET	1974	14	85,000	6,700	4,500	3,200	5%	\$24.00/\$27.00
16. THE ABBEY BUILDING 575 BOYLSTON STREET	1914/ 1982	8	32,000	4,000	0	0	0%	N/A
17. 581 BOYLSTON STREET	1920	8	28,000	3,600	0	0	0%	N/A
18. 585 BOYLSTON STREET	1900	4	22,000	5,500	2,000	2,000	9%	\$18.00
19. 607 BOYLSTON STREET	1959	7	44,000	6,000	1,500	1,500	3%	\$20.00
20. ONE EXETER PLAZA 699 BOYLSTON STREET	1984	15	211,000	15,000	50,000	15,000	24%	\$27.00/\$35.00
21. 711 BOYLSTON STREET	1910	6	40,000	6,500	4,000	4,000	10%	\$22.00
22. PRUDENTIAL TOWER 800 BOYLSTON STREET	1965	53	1,400,000	24,000	30,900	25,600	2%	\$32.00/\$34.00
23. 855 BOYLSTON STREET	1986	11	145,000	14,100	8,800	5,800	6%	\$27.00/\$31.00
24. 197 CLARENDON STREET	1922/ 1985	8	350,000	43,700	0	0	0%	N/A
25. HANCOCK TOWER 200 CLARENDON STREET	1976	60	1,600,000	27,000	5,000	5,000	0%	\$38.00

EXISTING OFFICE BUILDINGS

BOSTON BACKBAY

BUILDING BY STREET ADDRESS	CONSTR/ REHAB	# FLRS	TOTAL BLDG. AREA	AVG. FLOOR	SQ. FT. AVAILABLE	LG CONT AVAIL.	% AVAIL.	RENTAL RATE PER SQ. FT.
26. GOVERNOR AMES MANSION 355 COMMONWEALTH AVENUE	1880/ 1982	5	30,000	6,000	0	0	0%	N/A
27. COPLEY PLACE	1984	7	845,000	26,000	44,000	22,000	5%	\$26.00/\$30.00
28. 277 DARTMOUTH STREET	1920/ 1981	4	18,400	3,800	0	0	0%	N/A
29. PRUDENTIAL TOWER SOUTH 101 HUNTINGTON AVENUE	1971	26	430,000	16,500	0	0	0%	N/A
30. HORTICULTURAL HALL 300 MASSACHUSETTS AVENUE	1901/ 1984	3	35,000	11,600	0	0	0%	N/A
31. BURBERRY HOUSE TWO NEWBURY STREET	1900/ 1982	6	12,500	1,600	0	0	0%	N/A
32. 38 NEWBURY STREET	1928	8	42,600	4,000	14,600	10,600	34%	\$26.75
33. 126 NEWBURY STREET	1920/ 1981	6	50,000	6,600	0	0	0%	N/A
34. 137 NEWBURY STREET	1931	9	45,000	5,000	11,000	11,000	24%	\$26.00/\$28.00
35. EXETER STREET THEATRE BLDG 181 NEWBURY STREET	1890/ 1985	5	38,000	8,000	0	0	0%	N/A
36. STATLER OFFICE BUILDING 20 PROVIDENCE STREET	1926	14	200,000	15,500	18,300	3,500	9%	\$20.00/\$23.00
37. PARK SQUARE BUILDING 31 ST JAMES AVENUE	1922	11	450,000	40,000	8,000	8,000	2%	\$23.00
38. BERKELEY PLACE 330 STUART STREET	1917/ 1981	10	103,000	10,700	10,700	10,700	10%	\$26.75

EXISTING OFFICE BUILDINGS

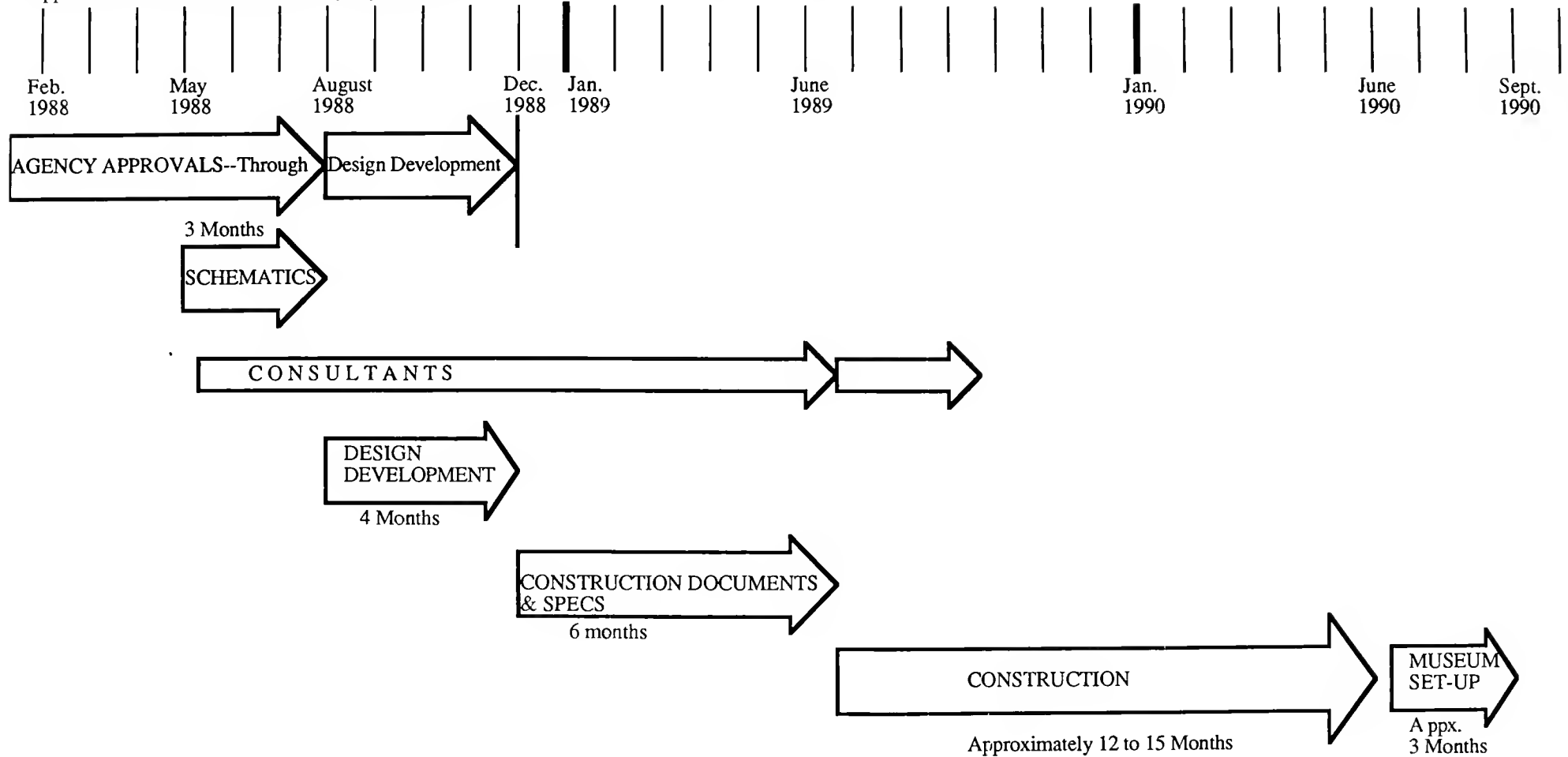
BOSTON BACKBAY

BUILDING BY STREET ADDRESS	CONSTR/ REHAB	# FLRS	TOTAL BLDG. AREA	AVG. FLOOR	SQ. FT. AVAILABLE	LG CONT AVAIL.	% AVAIL.	RENTAL RATE PER SQ. FT.
39. STUART BUILDING 380 STUART STREET	1914/ 1982	10	140,000	15,000	0	0	0%	N/A
40. 441 STUART STREET	1937	11	150,000	12,400	7,500	7,500	5%	\$25.00
TOTALS			9,441,700		331,300			

F. REDEVELOPMENT SCHEDULE

U.S. CUSTOM HOUSE, BOSTON, MASSACHUSETTS • REDEVELOPMENT SCHEDULE

Approval Process: Federal, State, City Agencies



G. OPERATION OF THE OBSERVATION DECK

OBSERVATION DECK MANAGEMENT PLAN

The Observation Deck will be a public non-profit operation, and a new educational resource for visitors and Bostonians alike. The space will be well suited to use by school or tour groups. Ideally, tours would be conducted by non-profit groups, knowledgeable in the history, and current geography of Boston. Groups such as the Boston Neighborhood Coalition have expressed interest in managing the Observation Deck, and running tours from it. That group could also handle booking and management of space, since the small size will necessitate some advanced planning for visits by school or visitor groups.

The Observation Deck, the 25th floor of the Custom House Tower, will accommodate between 20 and 30 persons at a time. The inside room of the Observation Deck will be furnished with exhibits emphasizing Boston history, with an emphasis on maritime activity and the evolution of the Boston Harbor. The 360-degree panorama lends itself to exhibits and orientation devices such as fixed telescopes, and graphic material identifying particular views and view corridors. Although the space will be available to the public free of charge, the limited size of the deck and elevator, and the common access with the East museum entrance, will necessitate close management of Observation Deck visitor traffic.

As detailed in Section II, access to the Observation Deck will be via the East entrance, adjacent to the new east plaza. Ticketing for the Observation Deck will be handled in the ticket kiosk, and visitors can proceed to the east door, and a sheltered waiting area for access to the elevator. Because of the shared nature of that space, hours of operation will be curtailed to coordinate with portions of the museum hours, and with hours of peak demand by the public.

H. STATEMENT OF ACCEPTANCE OF THE BOSTON EDISON
COMPANY OFFER

CONROY DEVELOPMENT CORPORATION

February 5, 1988

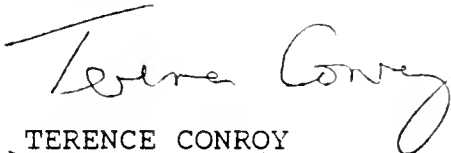
Mr. Carl Gustin
Vice President
Corporate Relations
Boston Edison
800 Boylston Street
Boston, Massachusetts 02199

Dear Mr. Gustin:

Should Conroy-Heafitz Development be selected to redevelop the U.S. Custom House, it is our sincere intention to accept the offer of Boston Edison in regard to the Design Plus Program.

We look forward to working with you on this exciting proposal.

Sincerely,



TERENCE CONROY



LEWIS HEAFITZ

TC/LH/11kas



FINANCIAL INFORMATION

A. DEVELOPMENT AND OPERATING PRO-FORMAS

Project U.S. Custom House
Developer Maritime-Whydah Assoc.

Date 2/5/88
Tel. #/Contact Person 338-0030
Christine Dunn

COMMERCIAL DEVELOPMENT PROGRAM

(Numbers Shown in Thousands)

TOTAL GROSS SQUARE FOOTAGE		<u>101,000</u>	(Excluding Basements)
Office	<u> </u>		
Retail	<u> </u>		
Other (please specify)	<u> </u>		
Parking (if applicable)	<u> </u>		
TOTAL NET SQUARE FOOTAGE		<u>92,818</u>	
Office	<u>69,850</u>		
Retail	<u> </u>		
Museum Other (please specify)	<u>22,968</u>		

HOTEL DEVELOPMENT PROGRAM

TOTAL GROSS SQUARE FOOTAGE	<u> </u>
Hotel GSF	<u> </u>
No. Rooms	<u> </u>
Parking	<u> </u>
No. Spaces	<u> </u>

RESIDENTIAL DEVELOPMENT PROGRAM

TOTAL UNITS	<u> </u>
Mix of Units	
Studio	<u> </u>
1 Bed	<u> </u>
2 Bed	<u> </u>
Other	<u> </u>
PARKING	<u> </u> spaces
TOTAL GROSS SQUARE FOOTAGE	<u> </u> GSF <u> </u> NSF
Average Unit Size	
Studio	<u> </u> GSF <u> </u> NSF
1 Bed	<u> </u> GSF <u> </u> NSF
2 BED	<u> </u> GSF <u> </u> NSF
Other	<u> </u> GSF <u> </u> NSF
Parking	<u> </u> GSF

Project U.S. Custom HouseDate 2/5/88Developer Maritime-Whydah Assoc.Tel. #/Contact Person 338-0030
Christine DunnCOMMERCIAL DEVELOPMENT PRO FORMA

(Estimates in 1988 Dollars)

(Numbers Shown in Thousands)

TOTAL HARD COSTS

\$ 12,850

Rehabilitation (\$____/GSF)	\$ <u>10,000</u>
New Construction (\$____/GSF)	<u>750</u>
Parking (\$____/space)	<u> </u>
Site Improvements (\$____/LSF)	<u>800</u>
Tenant Improvements	<u>1,300</u>
Office \$____/NSF	
Retail \$____/NSF	

TOTAL SOFT COSTS

\$ 5,770

Architect/Engineering	<u>750</u>
Marketing/Brokerage/Advertising	<u>340</u>
Developer's Fee	<u> </u>
Legal	<u>100</u>
Permits & Fees (specify)	<u>100</u>
Construction Loan Interest	<u> </u>
(____ mos. @ ____% or average	
balance of \$____)	<u>1,000</u>
Financing Fees (specify)	<u>150</u>
Real Estate Taxes and Linkage	<u> </u>
during Construction (____ mos.)	<u>50</u>
Other Related Costs G.S.A. Loan	<u>2,180</u>
(specify) BRA Down payment	<u>1,100</u>

CONTINGENCY (____% of hard costs)

\$

TOTAL DEVELOPMENT COST

\$ 18,620

Soft Costs as % Hard Costs	<u> </u>
Soft Costs as % Total Development Cost	<u> </u>
Total Development Cost/GSF	<u> </u>

Developer Maritime-Whydah Assoc. Tel. #/Contact Person 338-0030
Christine Dunn

COMMERCIAL OPERATING PRO FORMA

(Carry out of 10 years and indicate inflation factor)

Years 1-3

COMMERCIAL INCOME

(Numbers Shown in Thousands)

Office (70 NSF @ \$ 45 /NSF) \$ 3,150
Retail (NSF @ \$ /NSF)
Parking (attach parking rate structure)
Other (NSF @ \$ /NSF) 250

POTENTIAL GROSS INCOME

\$ 3,400

VACANCY (5%)

(150)

EFFECTIVE GROSS INCOME

\$ 3,250

OPERATING EXPENSES

Office (\$ 6 /NSF) \$ 420
Retail (\$ /NSF)
Parking (\$ /space)
Other (\$ /NSF)
TOTAL (420)

NET OPERATING INCOME

\$ 2,830

* Museum will be non-profit with nominal admission charge to cover expenses.

Project U.S. Custom House

Date 2/5/88

Developer Maritime-Whydah Assoc.

Tel. #/Contact Person 338-0030

Christine Dunn

COMMERCIAL OPERATING PRO FORMA

(Carry out of ~~10~~ years and indicate inflation factor)

Years 4-8

(Numbers Shown in Thousands)

COMMERCIAL INCOME

Office (70 NSF @ \$ 65 /NSF) \$ 4,550
Retail (NSF @ \$ /NSF)
Parking (attach parking rate structure)
Other (NSF @ \$ /NSF) 250

POTENTIAL GROSS INCOME

\$ 4,800

VACANCY (5 %)

(220)

EFFECTIVE GROSS INCOME

\$ 4,580

OPERATING EXPENSES

Office (\$ 8 /NSF) \$ 560
Retail (\$ /NSF)
Parking (\$ /space)
Other (\$ /NSF)
TOTAL (560)

NET OPERATING INCOME

\$ 4,020

B. LETTERS OF INTEREST FROM FINANCIAL INSTITUTIONS



BANK OF NEW ENGLAND

January 26, 1988

Mr. Steven Coyle
Director
Boston Redevelopment Authority
One City Hall Square
Boston, MA 02201

Dear Mr. Coyle:

Bank of New England has discussed the Custom House project with Lewis Heafitz and Terence Conroy.

This letter will serve as an indication of our interest in financing the acquisition and development costs for the joint venture by Messrs. Heafitz and Conroy. It is our understanding that the project will cost \$25-\$30 million dollars, of which \$11 million will be used for acquisition and \$14-\$19 million will be used for renovations and improvements.

Sincerely,

Donna K. Fairservice
Assistant Vice President

DKF:set

cc: Lewis Heafitz
Terence Conroy



Shawmut

February 4, 1988

Mr. Steven Coyle
Directory
Boston Redevelopment Authority
One City Hall Square
Boston, MA 02201

Dear Mr. Coyle:

Shawmut Bank has reviewed some preliminary information with regard to the Custom House project. This information was provided by our customers, Lewis Heafitz and Terence Conroy.

This letter will inform you of our interest in pursuing this financing opportunity with Messrs. Heafitz and Conroy. It is our understanding that the project cost will be in the \$25 million to \$30 million range, approximately \$11 million of which will be used for acquisition of the property.

Sincerely,

Polly S. Haylon
Assistant Vice President

DESIGN SUBMISSION

Distribution of Uses in the Space

Overview:

The U.S. Custom House is an important historic presence in Boston. Despite the many and profound changes in the Boston skyline since the Custom House was first completed in 1847, it has retained a distinctive identity and is still easily recognizable, particularly from the perspective of the waterfront. The changing character of the waterfront; the renovation and preservation of buildings in the historic area centered at Quincy Market; and the impending removal of the Central Artery, together create an ideal setting for the Custom House to reassume its historic role as a focal point in the urban landscape.

This proposal envisions a new and unique museum, which will tell the story of the discovery and excavation of the pirate ship Whydah, lost in a storm off the coast of Cape Cod in 1717. The Maritime-Whydah Museum will restore the importance of the Customs House, and reestablish the vital connection between this historic building, and Boston's maritime, social, and urban history.

The function of the Custom House has always been closely tied to the sea--to maritime activity and coastal trade. In the heyday of the Custom House, merchants, traders, sea captains, bureaucrats, and politicians passed in and out of the building, paying tariffs on goods coming and going to and from Boston and ports throughout the world. In the nineteenth and early 20th century, the Customs House, in its original location at the head of Boston's Long Wharf, was a true focus of maritime commerce, and a center of Boston's vital waterfront district. Today, the opportunity exists to restore the Custom House to its original prominence, and to make it hum once again with spirit and activity as a focal point in Boston's historic downtown.

The architectural composition of the building suggests three discreet uses: museum use, which will occupy the original Custom House; a revitalized observation deck, on the 25th floor, and modern office use in the Custom House Tower. Although the three uses will be separate, each can have a unique and appropriate relationship to the history and character of the building. The historic rotunda, restored to its 1847 grandeur, will be the unifying architectural element which each of the uses has in common. The Museum and observation deck will relate directly to the architecture and history of the building, and office users,

A. PLANS



U.S. CUSTOM HOUSE
BOSTON

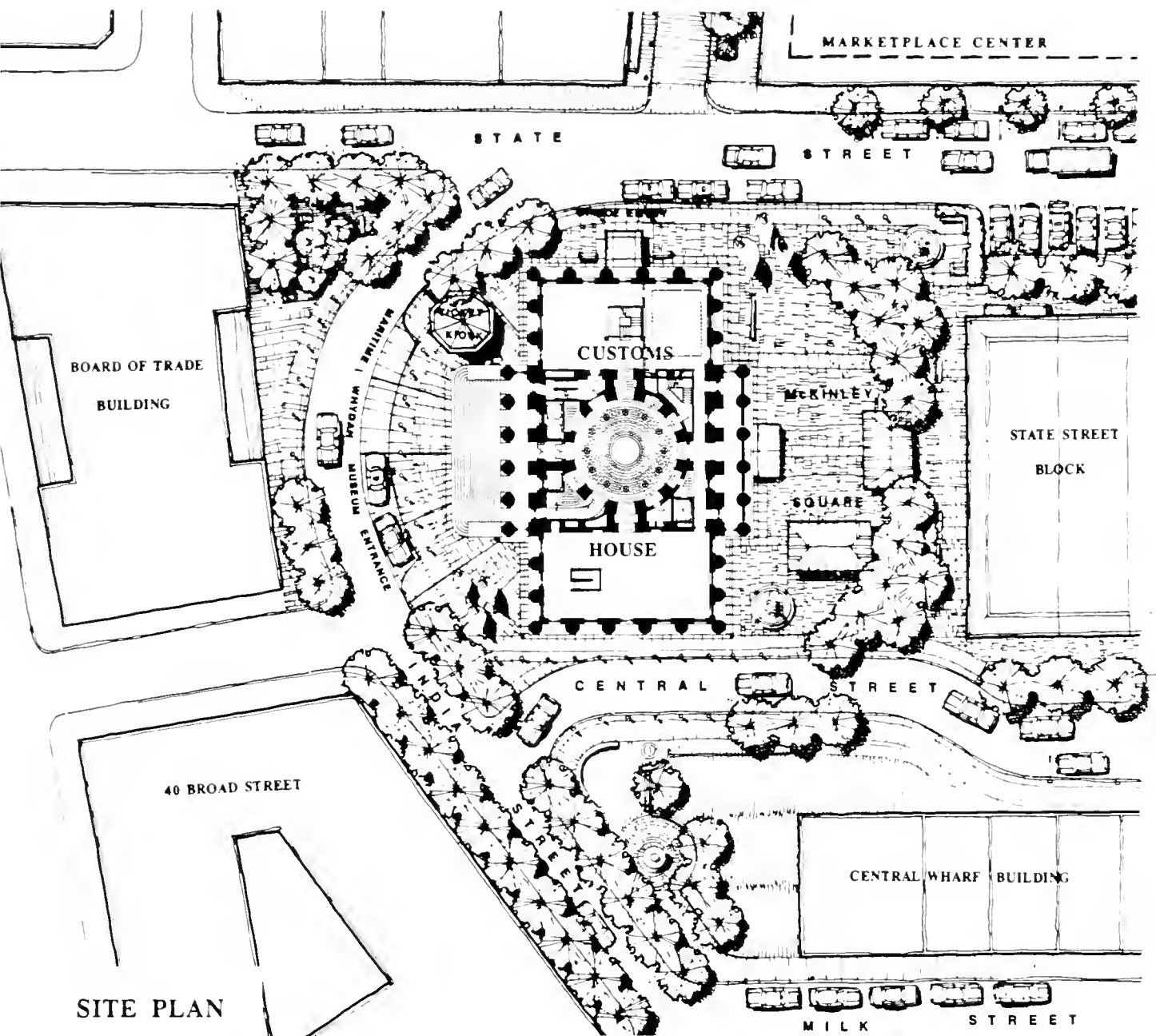
SITE CONTENT

Museum Ship

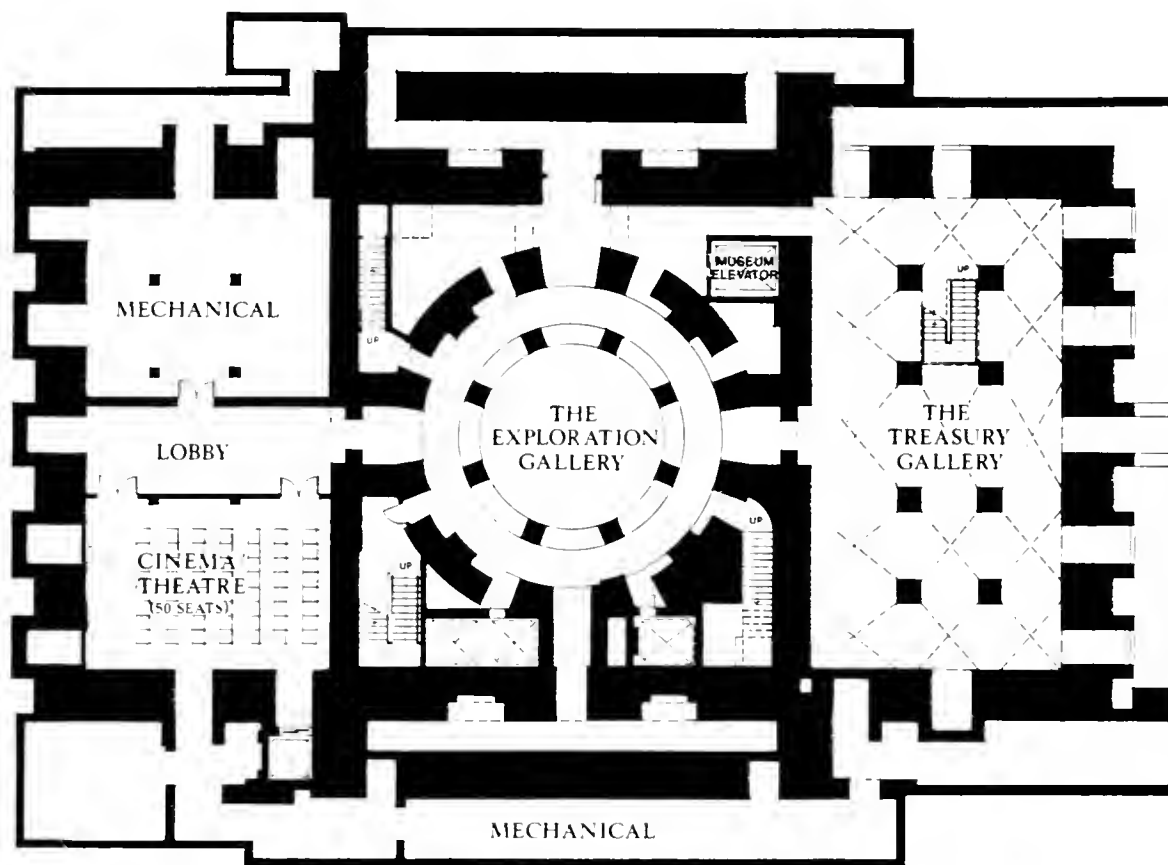
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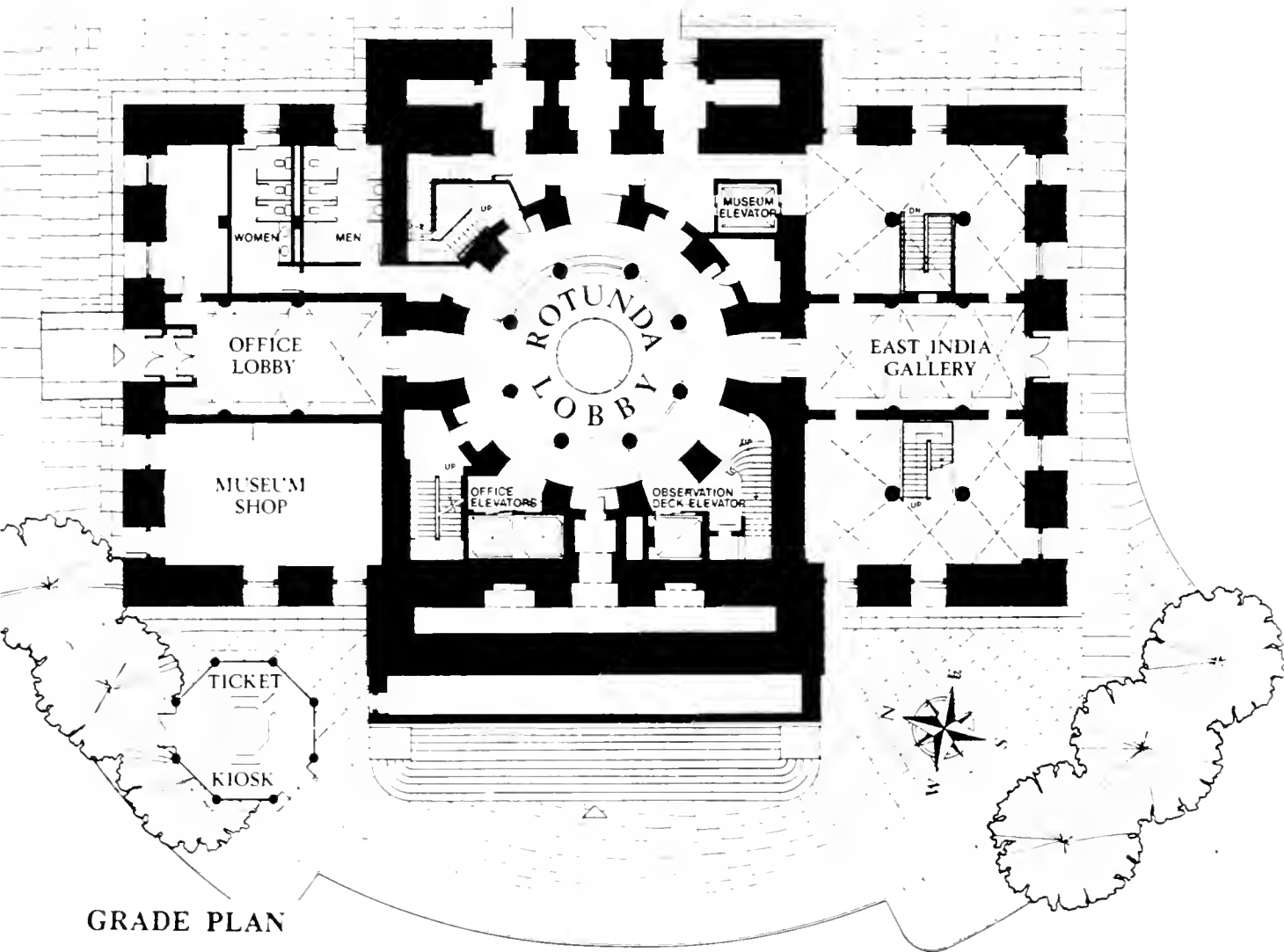
Primary entry to the museum will be via the grand stair and portico on the India Street side of the building. The entry and stairs will be made inviting and attractive through the redesign of automobile circulation, introduction of major new planting, and the use of artifacts, banners, and other colorful graphic devices to announce the importance of the entry. The stairs will bring visitors into the Rotunda Gallery, which will serve as the centerpiece of museum orientation and arrival. This historic space will be restored to its original elegance, and will house orientation displays indicating the nature and location of other exhibits throughout the museum. Upon arrival in the Rotunda Gallery, visitors have several choices.



LOWER BASEMENT PLAN

The lower basement, accessible from the new cab elevator off the southeast corner of the rotunda or from the new stair in the East India Gallery, will be the real "treasury" of the museum. In the lower basement the vaulted space with the original granite piers, and absence of natural light, provides a dramatic setting for the Treasury Gallery, housing a unique display of "buried treasure" from the Whydah. A small cinema/theatre will be in the northwest corner of the lower basement, with seating for approximately 50 people. This theatre will have shows at regular intervals through the day, on the Whydah, the Custom House, and other topics related to history and marine archaeology. The rotunda space at this level will be the Exploration Gallery, telling the story of the discovery of the pirate ship and its treasure, and the fascinating marine archaeology used in its excavation. Space for all new mechanical systems, heating, cooling, sprinkling, for the building, is reserved in the northeast corner of the lower basement.

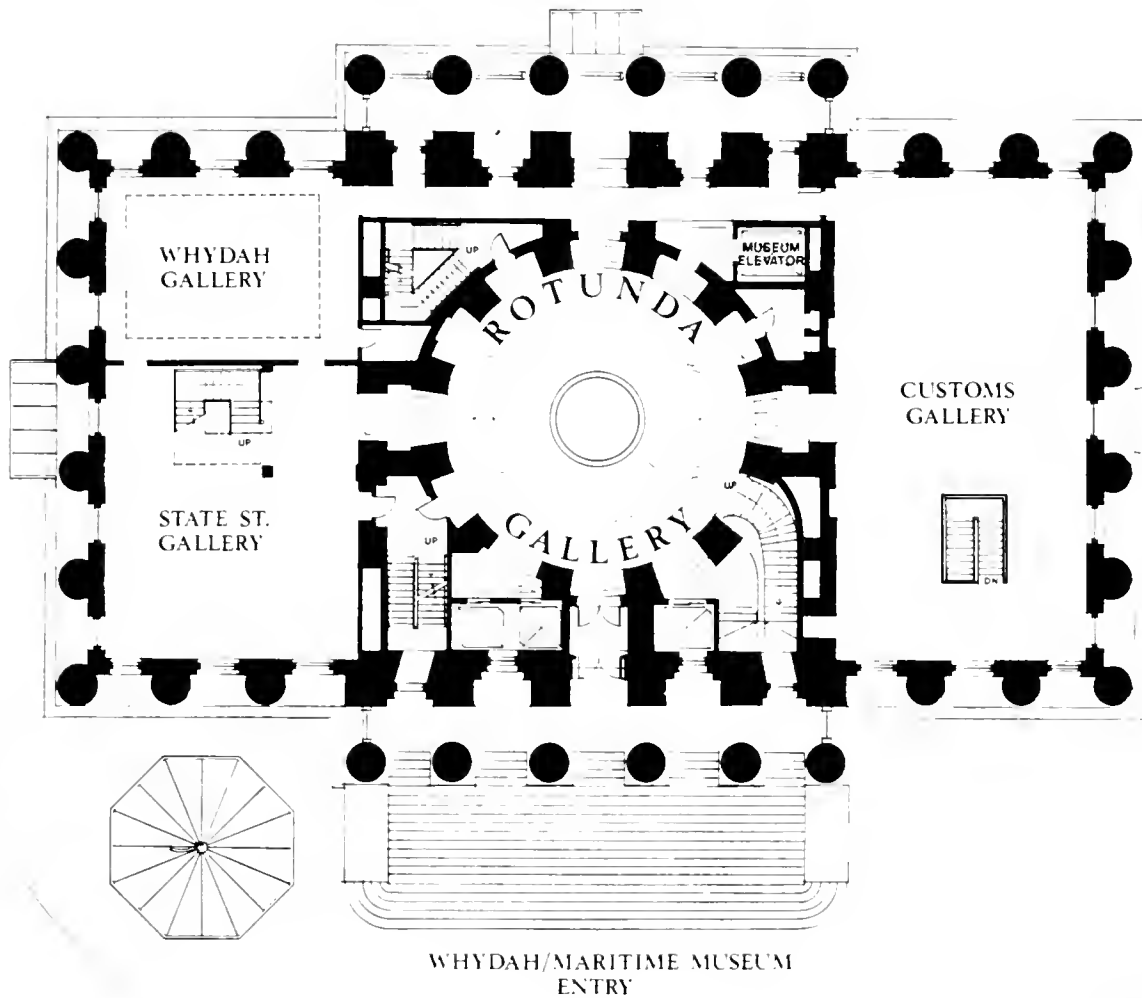
McKINLEY SQUARE



GRADE PLAN

The East door of the Custom House opens directly onto the new East Plaza, and will provide an ancillary entrance to the museum at grade level. This entrance will also be brightly announced with a new awning treatment and planting, to be visible and attractive from the Plaza side. Entry through the east door guides visitors directly into the Rotunda Lobby. This door is more easily accessible to the handicapped, and will also be shared with observation deck visitors and large tour groups.

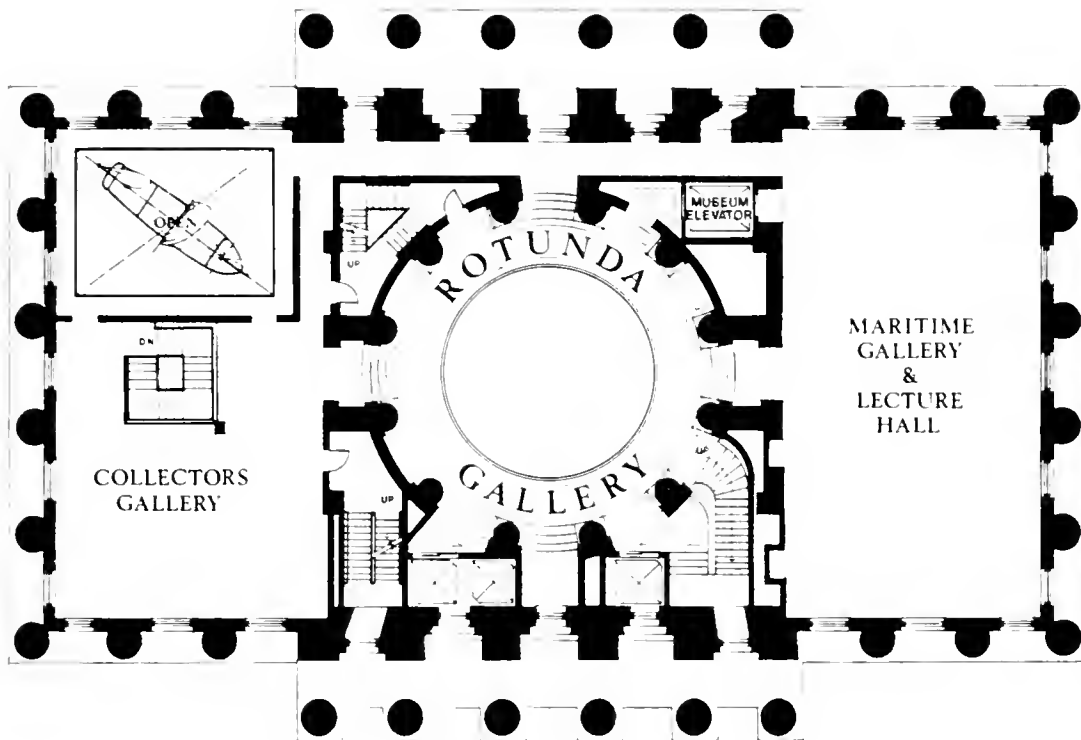
The South entrance will serve as an emergency exit. The ground level of the Museum will house toilet facilities and coat check, in the northeast corner, and a small, tasteful museum shop on the northwest corner. The shop will benefit from the State Street frontage, and display space in the office entry hall.



FIRST FLOOR PLAN

Returning to the first floor, visitors are attracted to the comprehensive exhibits in the Customs Gallery or State Street Gallery. These spaces will house the major permanent exhibits of the museum, focusing on the presentation of the inter-relationships between the Whydah herself, the historic role of the Customs House, and the many aspects of Boston's social, economic and maritime past which are intertwined with her story.

Proceeding to the lower levels, through either the formal stair, the elevator, or the open stair in the Customs Gallery, the story of the Whydah continues to unfold. On the ground floor the East India Gallery, off the Rotunda Lobby, will be devoted to museum displays, emphasizing world trade in the 18th and 19th centuries and the social history of pirateering, and navigation. This lobby will be partially shared by office tenants, and observation deck visitors.



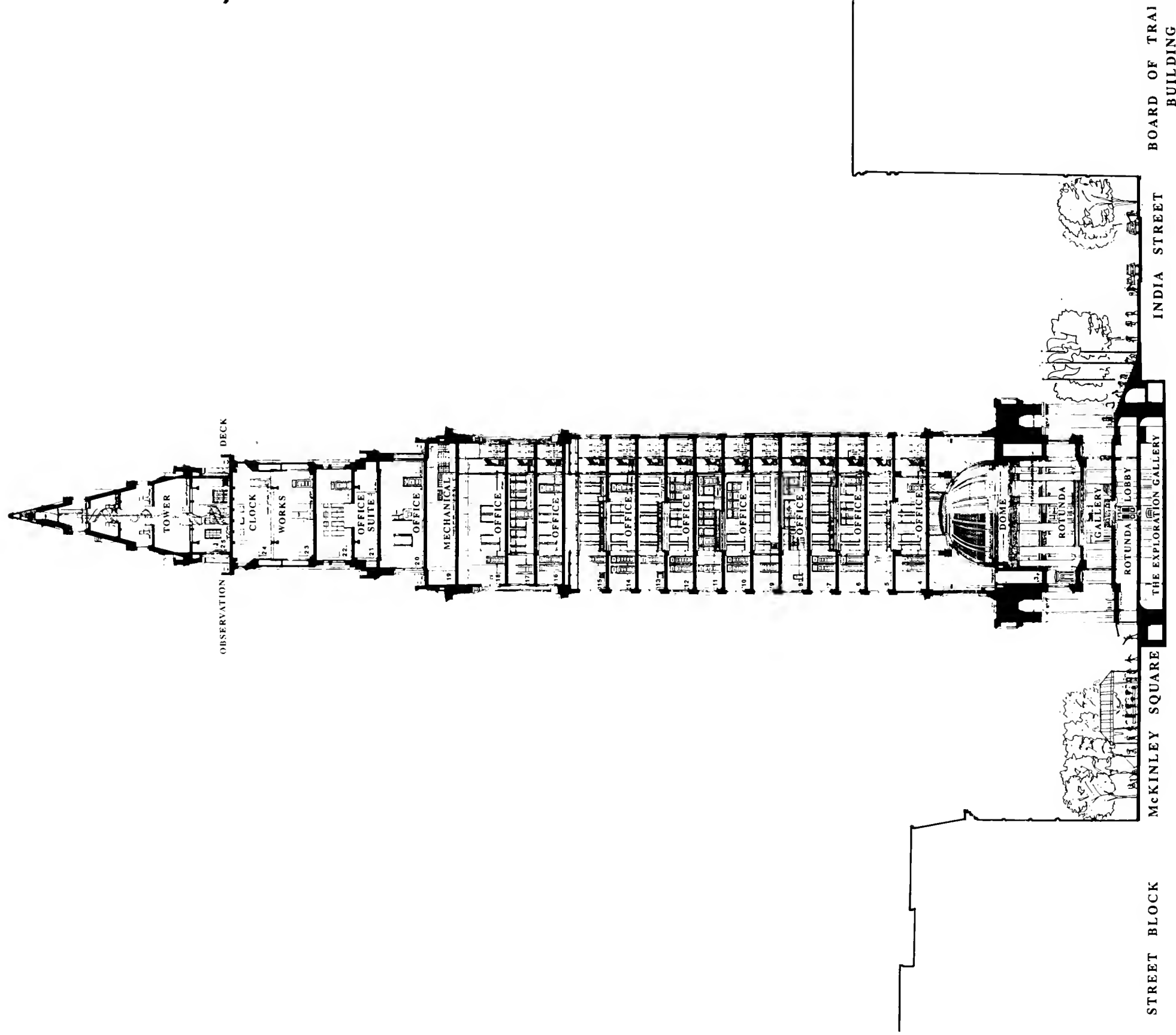
SECOND FLOOR PLAN

One choice is to proceed to the second floor and work one's way down to the lower basement Treasury. Visitors ascend to the second floor via the restored formal stair, the new elevator off the northeast corner of the rotunda, or the new open stair in the State Street Gallery. Upon arrival on the second floor visitors will be immediately attracted to the Whydah Gallery -- a two story space which will contain a 1/3 scale model of the ship itself. This gallery will focus on the Whydah, the characteristics of the ship herself, her relationship to shipbuilding and maritime trade in the 18th Century, and the story of Boston's concurrent physical and social history. Across the rotunda the Maritime Gallery and Lecture Hall will provide space for both gatherings and lectures, and for changing exhibits, both from Maritime Explorations Inc., and from related maritime museums in the New England area. (See Section III.) The Collectors Gallery, also on the second level, will display additional artifacts and changing collections from further excavations and explorations.

Observation Deck:

The 25th floor of the Custom House Tower will be reinstated as an Observation Deck, open to the public, free of charge. Re-opening the observation deck to the public will be symbolic of the reintegration of the Custom House into the everyday fabric of city life. Although previously used as an observation area, the 25th floor deck has not been fully open to the public for some time. The Observation Deck interior display will take full advantage of the 360 degree panorama in presenting Boston's geography and history. The display will include the rich and colorful history of the Boston waterfront, and the role of the Custom House in that history. These permanent exhibits, located in the 1,104 gross square foot interior space, will pinpoint particular views and sites which can be clearly seen from the deck, and will give a sense of the evolution and changing role of the waterfront in Boston's history.

After securing passes from the ticket kiosk, access to the Observation Deck will be at grade level, from the East Plaza through the east door. This entry guides visitors into the rotunda area. Educational displays, and literature will provide activity for those waiting to go to the Observation Deck via the southwest elevator. The Observation Deck entry will be shared by some museum users. This fact, together with the limited size of the elevators, will require that hours of operation of the Observation Deck be carefully coordinated with museum hours.



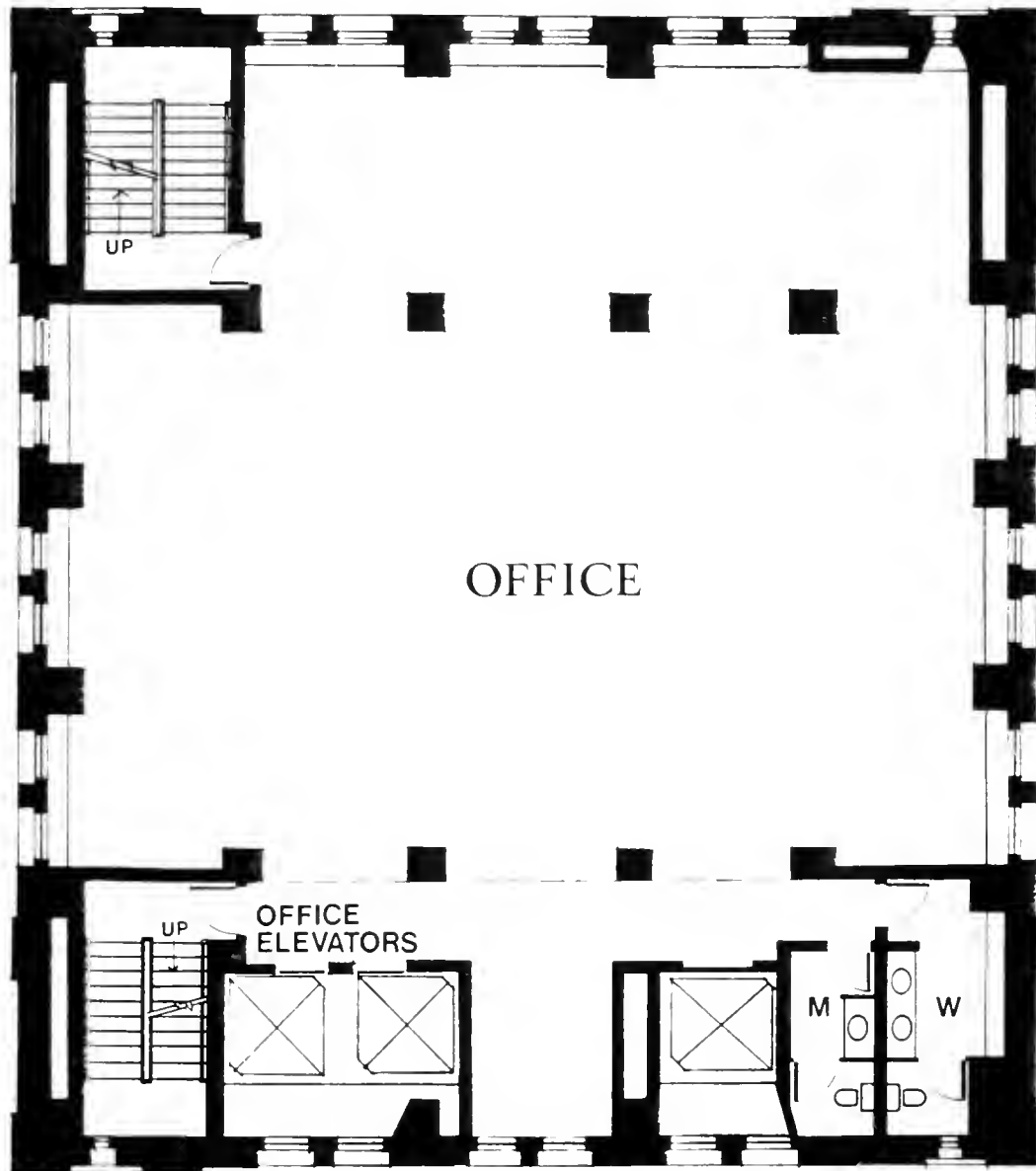
Office:

Office use will occupy the Custom House tower. Entrance to the office space will be on the north along State Street, entering the rotunda space at grade level, and continuing to the executive office elevator in the northwest corner of the rotunda lobby. A crisply detailed contemporary glass awning on the State Street side will define the office entry. Display from the Museum shop will enliven the office entry hall, and office users will enjoy the amenity of a stately entrance into an elegant and fully restored historic rotunda space.

With the upgrading and relocation of mechanical systems, each of the fifteen office floors will have views in all directions. Views of Boston, the waterfront, and the harbor are impressive. The relatively compact floor area, (about 3890 square feet per floor), makes the 360 degree panorama integral to the space on each level. It is feasible to connect floors by interior stairs, making the option of multi-floor suites by a single tenant both viable and attractive.

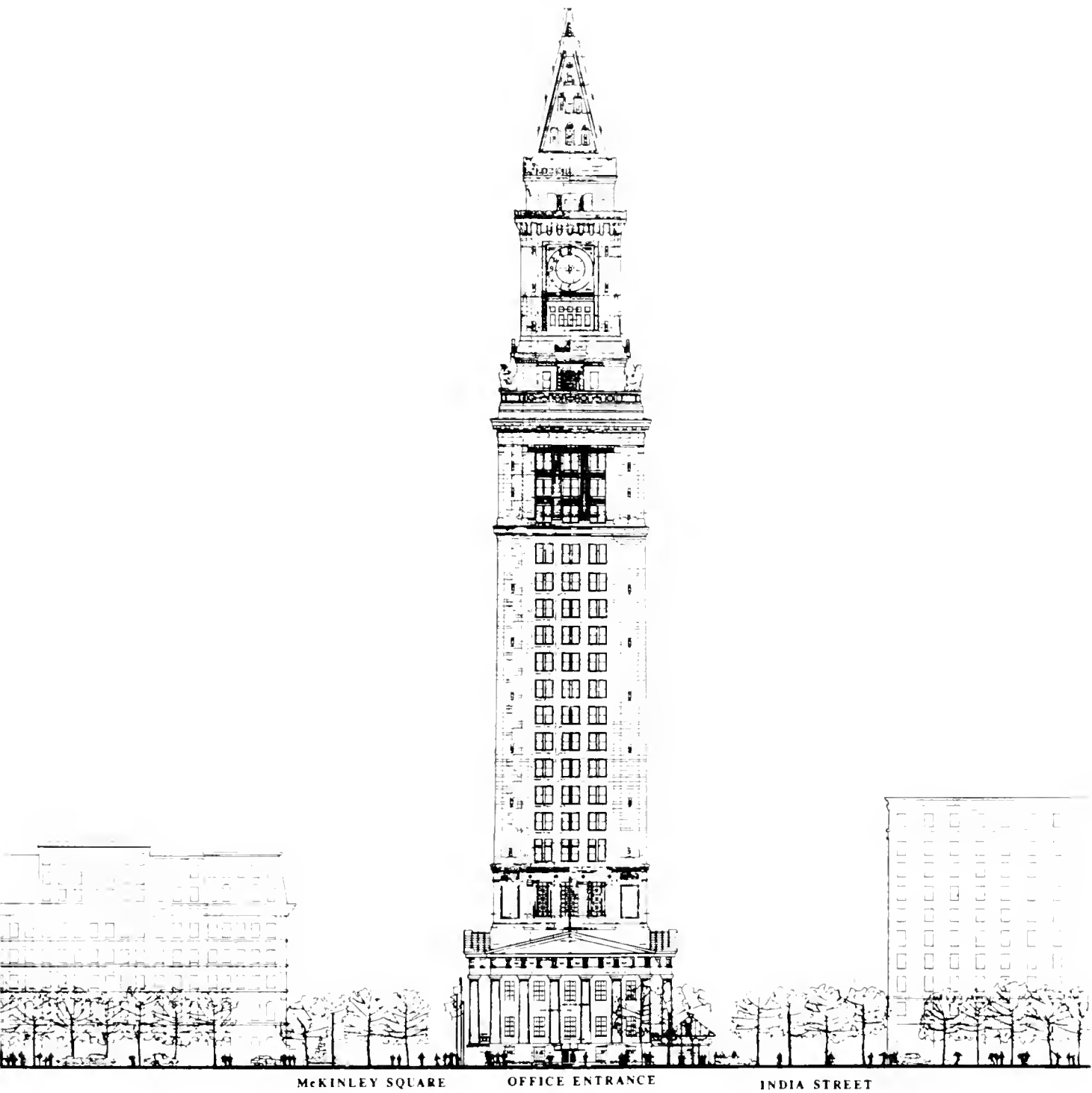
The views, and historic character and identity of the Custom House, together with association with the new museum, make office space at this location highly desirable. The shape and size of office spaces suggests that it would be most attractive to professional uses with small corporate staff, individual or small private practitioners, high level corporate offices, or other specialized uses.

The opportunity exists to relate the office uses to the maritime tradition of the Custom House. Maritime Explorers Inc., proposes to locate its headquarters in the office tower. It would also dock its ship, Vast Explorer II, at Long Wharf or in front of the park, on frequent occasions when newly excavated artifacts are to be brought to Boston for transfer (via Brinks), to the museum Treasury or bank vault. This would provide a recurring focus of waterfront activity and an appealing public spectacle. Consultants, commerce and trade corporations, persons involved in maritime law, or international trade, and other similar types of tenants would benefit from the association of the space with maritime history. Marketing of the space would emphasize this association. Office population at full occupancy would be between 100 and 150 people, occupying a total of 62,224 gross square feet of office space.

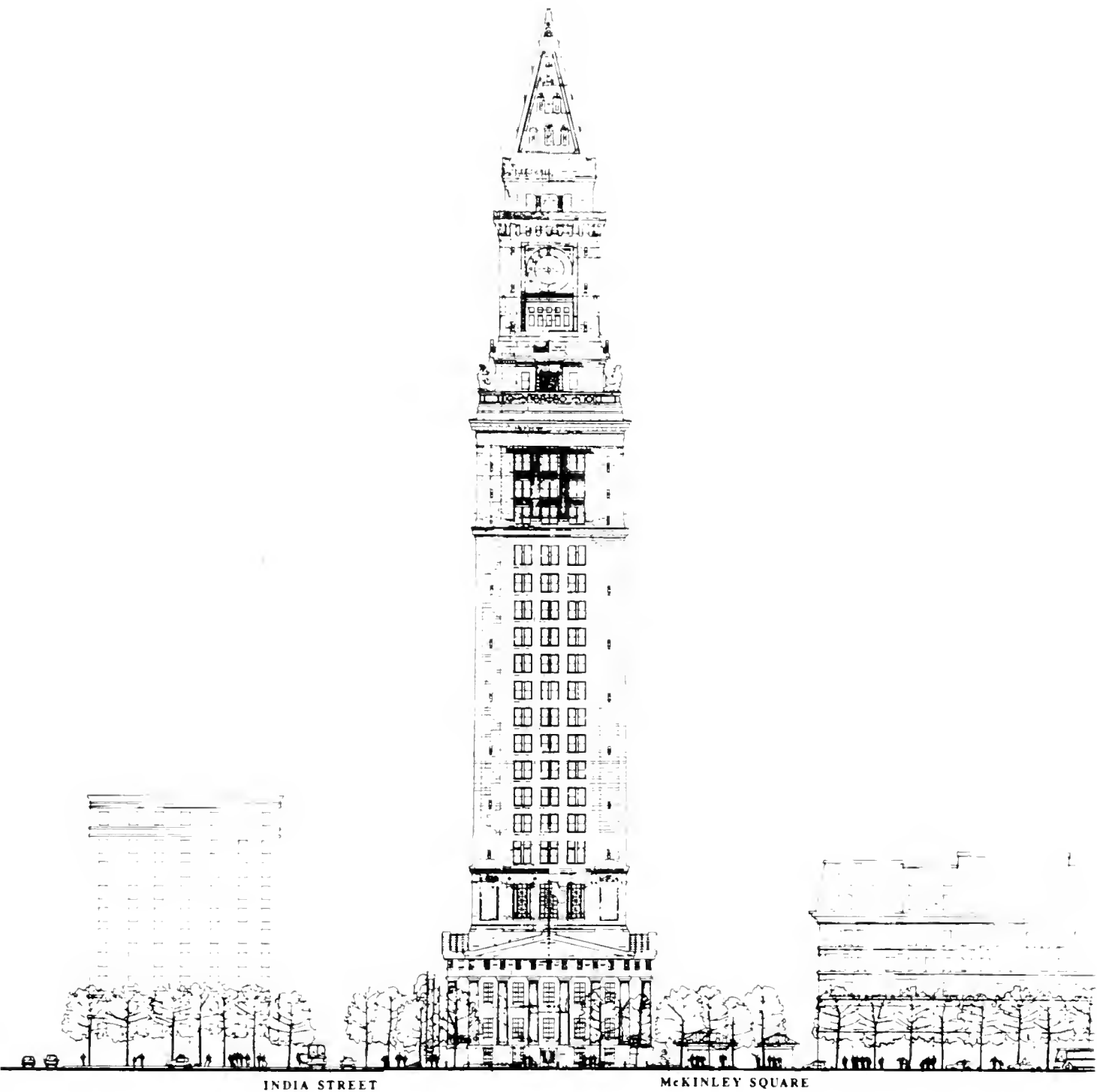


TYPICAL OFFICE PLAN

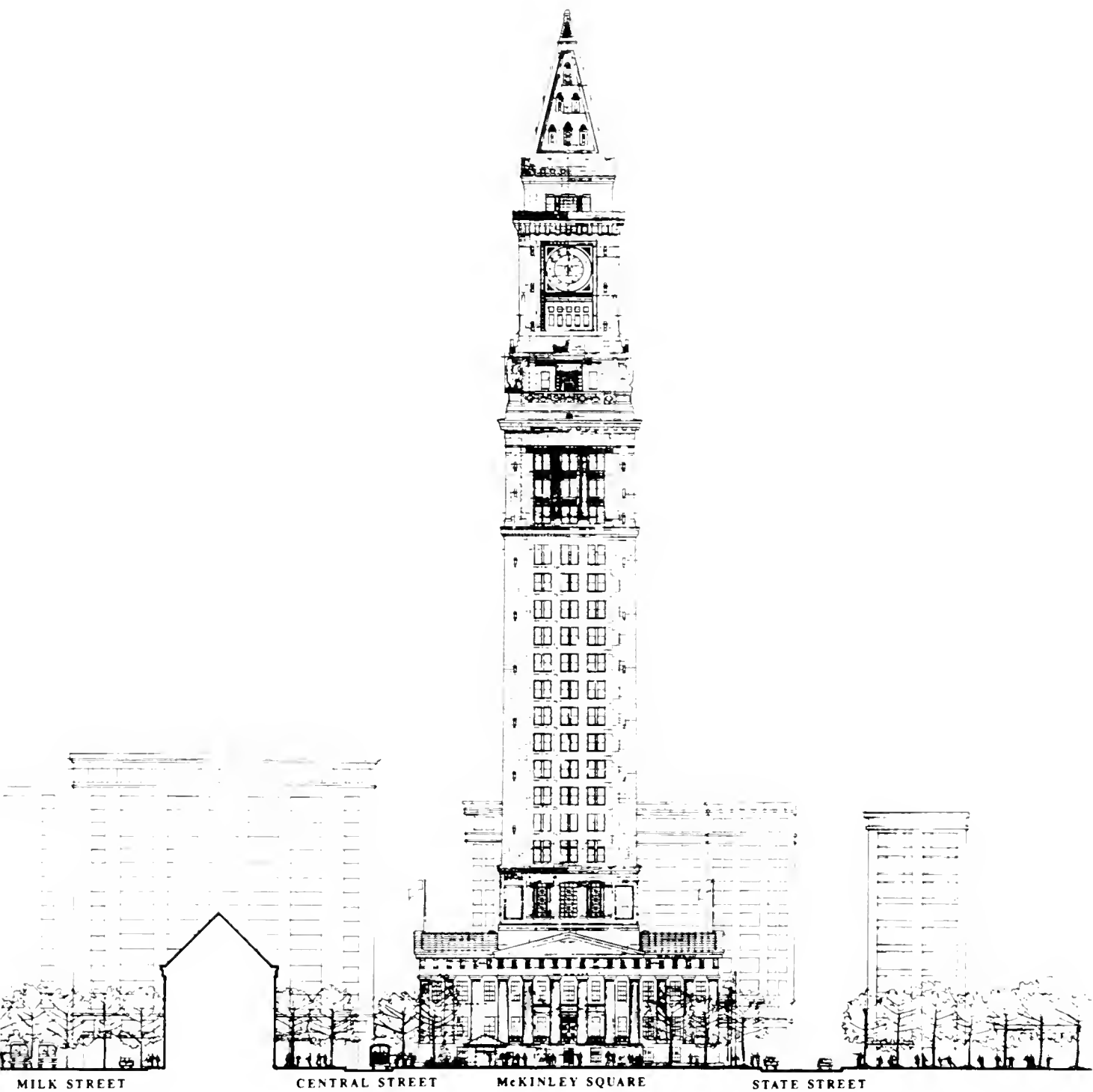
B. ELEVATIONS



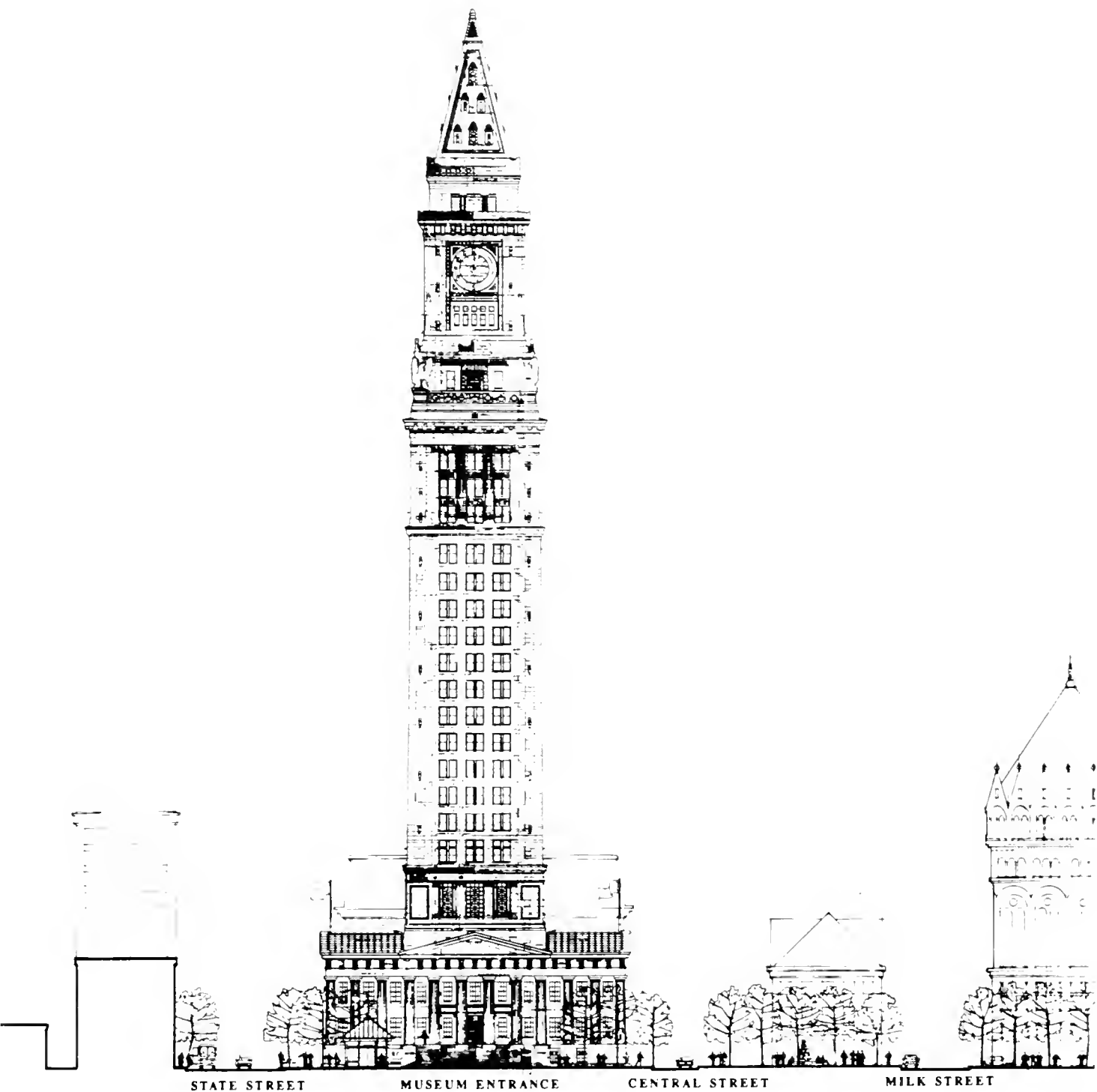
NORTH ELEVATION



SOUTH ELEVATION

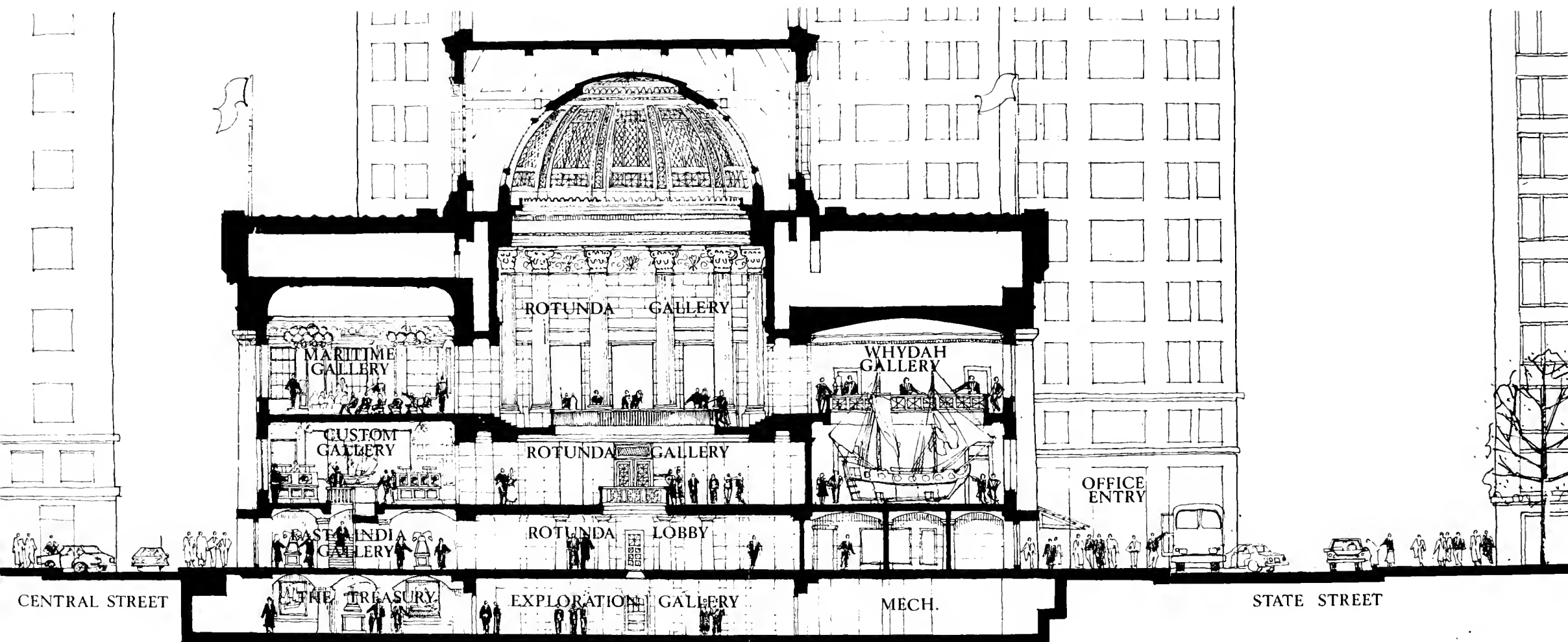


EAST ELEVATION



WEST ELEVATION

C. SECTIONS



SECTION THROUGH ROTUNDA LOOKING WEST

D. MODEL OF MARITIME WHYDAH MUSEUM

Development Plan for Cultural Use

Explanation of Exhibits:

The location, beauty, and historic importance of the Custom House, and the fascinating story of the Whydah, combine to create a unique opportunity for Boston. The museum will tell the story of the pirate ship Whydah, lost in a storm off the coast of Cape Cod in 1717, and rediscovered by Maritime Explorations Inc. in 1983. The discovery of the Whydah has resulted in the excavation of over 80,000 artifacts to date, (representing only 5% of what remains at the excavation site), which reveal the colorful history of life on the high seas, when Boston was a major focus of coastal trade between the Cape and Islands, Plymouth, Salem, Providence, and New York.

The story of the Whydah herself is an intriguing one. Designed and built in London in 1716, the wooden shipp-rigged galley was designed as a cargo ship, and was also used in the slave trade. At the time of her wreck off the shore of Cape Cod, she had sailed for many years as a pirate ship under the captaincy of "Black Sam" Bellamy. She was a ship rich in her booty of silver, gold, and armaments. Artifacts recovered from the Whydah include English and Colonial household objects such as shoe buckles, teapot, and tablewear, as well as weapons and a vast treasury of gold and silver coin from many foreign nations, including Peru, Mexico, Spain, Africa, and India.

The story of the Whydah, her expanding trove of treasure from pre-revolutionary colonies, Spanish empire, Africa and Asia, and the equally engaging modern story of how the wreck was discovered and uncovered by the extraordinary daring and diligence of Barry Clifford of Orleans, provide limitless material for the design of a truly innovative museum. Clifford, a deep sea explorer, single-handedly assembled the special space age technology that made this scientific excavation possible. His years of research, search for support, analysis of the wreck's location, and ultimate triumph in its discovery, is a gripping drama that belongs exclusively to Massachusetts. Its presentation would be a "first" for Boston.

A museum which tells this story would serve as a cultural resource for Bostonians, for New Englanders, and visitors of all ages and nationalities. And at the same time it would restore the important link between the Custom House and Boston's maritime past. Museum design will emphasize history, as well as oceanographic archaeology. Many



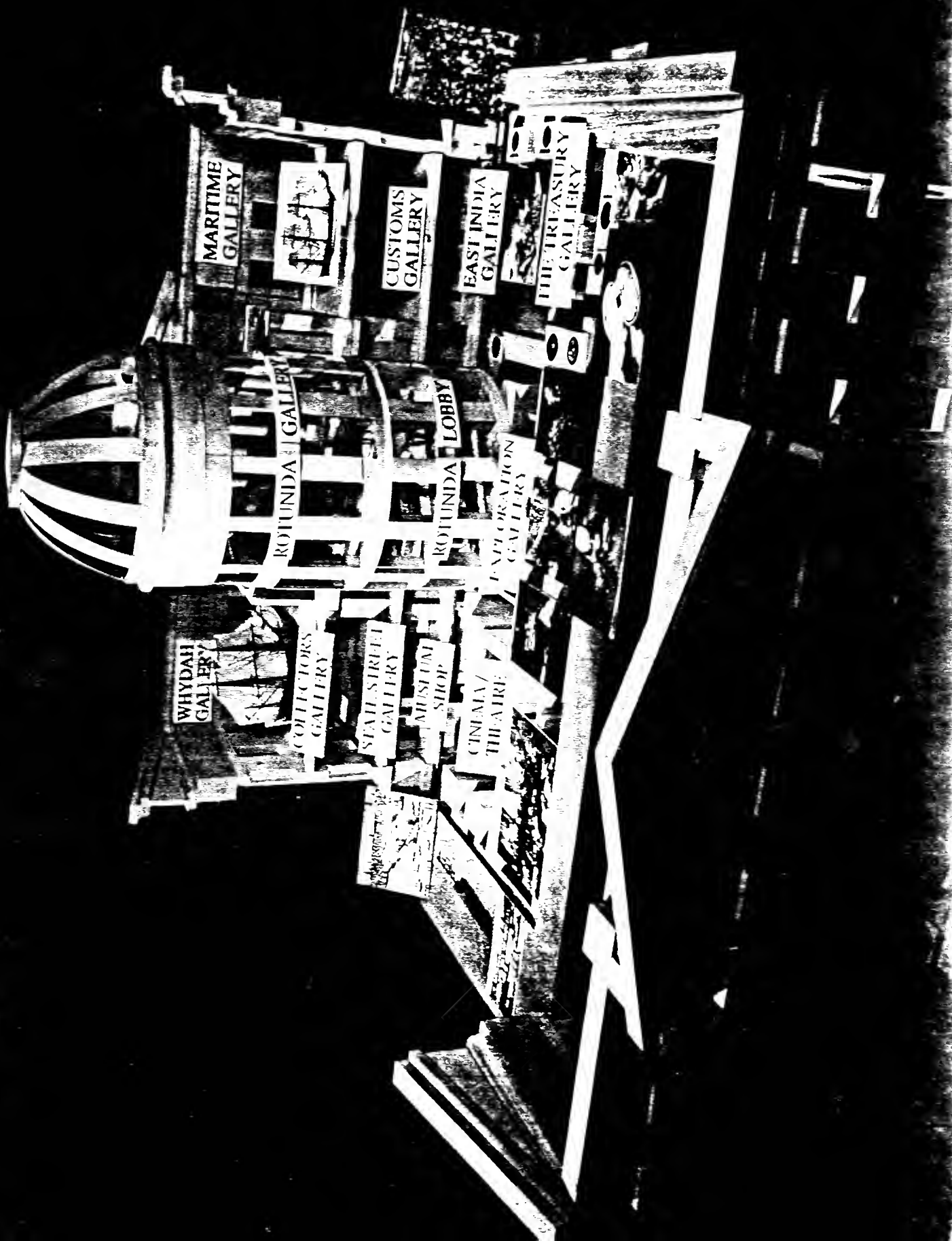
different kinds of displays would recreate the exciting social and political history surrounding the Whydah, and would provide insight into the technology of underwater exploration. Live displays, such as cleaning and restoring encrusted artifacts, are proposed. Film documents of ongoing explorations will be presented, and the "newest discoveries" would continually be displayed to attract return visits.

Experiencing the Museum

The Maritime-Whydah Museum will offer a variety of exhibits, and tell a number of inter-related stories. The visitor can first become oriented by the displays in the Rotunda Gallery, which will give a brief explanation and preview of the offerings of the Museum, and some dramatic background displays of Boston in 1700 - 1720 period. Here the role of the Custom House in the changing waterfront, and details of Boston's economic and social history will provide an important permanent exhibit. The Whydah Gallery, which spans two levels, will house a 1/3 scale model of the Whydah. This space will detail Whydah history and background-- the historic context of the shipwreck, the architecture of the ship itself, and an explanation of shipbuilding in the 18th Century. The history of pirateering, the lore, clothing, armaments, and role of the pirate ship in history lend themselves to exciting and dramatic presentation.

On the second floor it will be possible to have a slightly different view of the Whydah model, and to gain further information about the nature and capability of the ship--her voyages and ports of call, and the role of the galley in history. The ship's bell, cannon, muskets, and other large remnants of the Whydah could be accommodated in an interesting and educational series of displays in the Collector's Gallery and the Maritime Gallery and Lecture Hall.

The Maritime Gallery and Lecture Hall also suggests the introduction of a changing exhibit in cooperation with other maritime oriented museums whose materials would augment and relate to the story of the Whydah. The Peabody Museum and the Museum of Science have already expressed interest in a cooperative effort, and other museums such as the New Bedford Whaling Museum, and Salem Museum would also be logical and desirable partners in the enterprise of making maritime history come alive again in Boston. Cooperative plans and activities with the New England Aquarium would be a natural outcome of this program, strengthening an important local educational resource. Additional



displays as Whydah excavation continues, and as other projects of Maritime Explorers Inc. develop, would also be housed in the areas reserved for changing display.

Display of the treasure itself can be accommodated in a visually exciting and dramatic way, in the lower basement area. That level, with its massive piers of Quincy granite, large stone foundations, and absence of natural light, creates the ideal setting for a series of small, dramatically lit displays highlighting groups of treasure--gold and silver coins, small hand guns, utensils, and other objects. These permanent displays in the Treasury Gallery will take advantage of the mysterious subterranean feeling of the lower basement, in a series of dramatic, individual displays-- jewels in the crown of Whydah treasure. The adjacent rotunda space, or Exploration Gallery, would present materials detailing the history of the countries and colonies visited by the Whydah in her travels on the high seas.

Additional space on the lower basement lends itself to housing a small theatre, seating approximately fifty persons, showing films about the history and discovery of the Whydah, at regular intervals. Audio visual material dealing with such topics as the excavation of the Whydah, the technology of underwater archaeology, and the history of pirateering, could provide a mix of changing and permanent shows, on educational and informational subjects related to this unique finding.

The Museum of Science, in Cambridge, has expressed interest in housing a marine archaeological "laboratory" -- a space where the activity of cleaning and dating artifacts, could be observed by Museum visitors. Curatorial offices, and a specialized resource library, available for educational and research work, would be located at the Custom House, on the fourth floor, or alternatively in the space immediately below the Observation Deck. The presence of these functions in the museum further expands its importance as an educational resource. The opportunity here for education on the process and drama of archaeological investigation, are significant, particularly in their relationship to the story of the ship itself.

The story of the Whydah, is a story of discovery-- not only of invaluable artifacts, but of a colorful and important part of Boston's maritime and social history. The romance and reality of pirate life; the quest for buried treasure; the drama of a shipwreck; the apprehension and trial of pirate crew; and the process of modern exploration and reclamation, are fascinating to all ages, and all kinds of people. The museum concept includes not only an imaginative and exciting use of the Custom House, and one that relates

to the building's history, but an opportunity for theatre, drama, educational activities, display, and a wide range of cultural events which would be a uniquely authentic addition to historic downtown Boston.

E. MODEL PHOTOS



APPENDIX

DOUGLAS COUNTY GOVERNMENT AUTHORITY
Library

ALLAN H. TUFANKJIAN

ATTORNEY AT LAW

126 BELMONT STREET
BROCKTON MASS 02401-5209

ALLAN H. TUFANKJIAN
JAMES P. McMAHON

TELEPHONE
BROCKTON (617) 586-1411
BOSTON (617) 696-4229

February 4, 1988

Mr. Louis Heafitz
Heafitz & Company
FAX

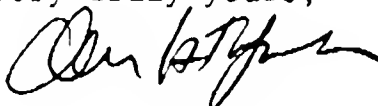
RE: Maritime Explorations, Inc.

Dear Mr. Heafitz:

Pursuant to the request of your brother Bruce, I am enclosing a copy of a letter addressed to me dated January 29, 1988 from the Board of Underwater Archaeological Resources, together with an original Motion dated January 29, 1988.

Should you have any questions or need any further information, please feel free to call on me at any time.

Very truly yours,



Allan H. Tufankjian

AHT/lmc

Enclosures

cc: Roland Betts



Louis Pacheco
Director

The Commonwealth of Massachusetts
Executive Office of Environmental Affairs

Board of Underwater Archaeological Resources

100 Cambridge Street, Room 2000, Boston, Mass. 02202
(617) 727 - 9800

29 January 1988

Mr. Allan Tufankjian, Esq.
126 Belmont Street
Brockton, MA 02401

RE: Board motion in support of Boston area display of WHYDAH artifacts.

Dear Allan,

This letter serves as official verification of the approval of the motion with respect to the request made by Maritime Underwater Surveys, Inc., Maritime Explorations, Inc., and Mr. Bruce Heyfits. The motion approved by unanimous consent of the Board at its public meeting on 28 January 1988 reads as follows:

Moved: The Massachusetts Board of Underwater Archaeological Resources agrees in principle to the request of Maritime Underwater Surveys, Inc., also referred to as Maritime Explorations, Inc., to display artifacts from the site of the ship WHYDAH to the general public in the Boston area, including, but not limited to, the U.S. Customs House in Boston. However, the terms and provisions of any such agreement in furtherance of this undertaking shall be subject to the approval of of this Board. Any such agreement would be conditioned upon the Board's statutory and regulatory requirements, including, but not limited to, security, insurance, curation, and conservation, and is made with the clear understanding that this in no way constitutes a disposition agreement.

Seconded and approved by unanimous consent of the Board.

If the Board can be of further assistance, do not hesitate to contact me.

Sincerely,

A handwritten signature in dark ink, appearing to read "Victor T. Mastone".

Victor T. Mastone
Administrative Coordinator

/vtm



Louis Pacheco
Director

The Commonwealth of Massachusetts
Executive Office of Environmental Affairs

Board of Underwater Archaeological Resources

100 Cambridge Street, Room 2000, Boston, Mass. 02102
(617) 727 - 9800

MOTION APPROVED

The following motion was approved by unanimous vote of the Board of Underwater Archaeological Resources at its monthly public meeting held on Thursday, 28 January 1988:

Moved: The Massachusetts Board of Underwater Archaeological Resources agrees in principle to the request of Maritime Underwater Surveys, Inc., also referred to as Maritime Explorations, Inc., to display artifacts from the site of the ship WHYDAH to the general public in the Boston area, including, but not limited to, the U.S. Customs House in Boston. However, the terms and provisions of any such agreement in furtherance of this undertaking shall be subject to the approval of this Board. Any such agreement would be conditioned upon the Board's statutory and regulatory requirements, including, but not limited to, security, insurance, curation, and conservation, and is made with the clear understanding that this in no way constitutes a disposition agreement.

Seconded. Passed by unanimous vote of the Board.

Victor T. Mastone

Victor T. Mastone
Administrative Coordinator
for the Board

29 January 1988
Date



Museum of Science

January 27, 1988

Mr. Bruce Heafitz
Heafitz Energy Management, Inc.
654 Madison Avenue
New York, NY 10021

Dear Bruce:

I too enjoyed our lunch and am looking forward to working with you and Barry in the near future on The Whydah.

Towards that end, I am writing to let you know that we are working out the letter of agreement and will include your suggestions in it. We would then plan on meeting again to finalize the details of this exciting project.

We will contact you to schedule a meeting as soon as we have completed the letter of agreement.] →

With best regards,



Bradford I. Towle
Interim Director



PEABODY MUSEUM OF ARCHAEOLOGY AND ETHNOLOGY

HARVARD UNIVERSITY, 11 DIVINITY AVENUE, CAMBRIDGE, MASSACHUSETTS 02138 U.S.A.
Telephone (617) 495-2248

January 6, 1988

Mr. Bruce Heafitz
Chairman
Heafitz Energy Management Inc
654 Madison Avenue - Suite 1607
New York, NY 10021

Dear Mr. Heafitz:

I am extremely enthusiastic about the possibility of exhibiting the collections of the Peabody Museum at the Boston Customs House. This would be an unparalleled opportunity which will enable us to exhibit within the Boston community the collections of this museum.

As you know, the Peabody Museum contains over two million objects which represent one of the foremost anthropological collections in this country. The primary strengths include the collections of the North American Indian, including some of the finest materials collected by Lewis and Clark; the PreColumbian collections - many the very finest in the world, include collections of the Maya, Inca and Aztec civilizations; materials of the people of Oceania include some of the earliest artifacts collected by Captain Cook. Lastly, we have an outstanding collection of materials detailing African ethnology.

There is not a single museum within New England which compares with the rich collections of the Peabody, the opportunity of displaying this collection in Boston would greatly augment the cultural assets of the entire community. There is no other such facility within New England as richly endowed with materials as the Peabody that will enable a first class exhibition program within the Boston Custom House. We look upon this opportunity with great enthusiasm and reiterate our support of this promising undertaking.

Sincerely,

C.C. Lamberg-Karlovsky
C.C. Lamberg-Karlovsky
Director

/bn

HEAFITZ & COMPANY, INC.

Boston: 77 Franklin Street
P.O. Box 1742
Boston, MA 02105-1742
(617) 426-0788
Fax: 617/426-0769

Charlestown: Charlestown Navy Yard
One 13th Street
Charlestown, MA 02129
(617) 242-3055

January 25, 1988

Mr. Ron Gwiazda
Office of Curriculum & Instruction
Boston School Department
26 Court Street
Boston, MA 02108

Dear Mr. Gwiazda:

This is a memorandum of our telephone conversation yesterday regarding the proposed museum to house the artifacts from the pirate ship "WHYDAH" recently discovered off the coast of Cape Cod.

A proposal is currently being put together for the Boston Redevelopment Authority (B.R.A.) to acquire the Custom House tower in Boston. The lower four floors would be devoted to a pirate/maritime museum.

The story about the ship and the pirates is fascinating. Just one piece of information is that the coroner's report of the drowned pirates of the "WHYDAH" reveals that at least 40 of the 200 pirates were black. As pirates these men lived as equals in a society that had its own constitution (this was in 1716, prior to America's War of Independence). The history and tales surrounding this ship and the Golden Age of piracy are fascinating and capture the imagination of people of all ages.

As educational director of the museum, I would like to propose that hand in hand with the museum would go an educational program. The pirate theme lends itself to many school disciplines of both historical and present day interest.

One might include pirate related material in units on government, democracy, racism (pirates were of all nationalities), history of the period, science and math of navigation, archaeology (finding and restoring artifacts), oceanography (including Boston's ongoing links with the sea), source materials (all of the information about the "WHYDAH" -- its location, its crew, the trial of the pirates -- was found in the archives of the Boston Public Library), art projects, drama (perhaps even a play contest), essays to be written both factual and imaginative, folklore and the studies of tales arising from the ship. The list of topics and ideas is endless.

We would try to keep the program flexible and open ended. There would be a resource center containing a library open to the public but especially for teachers. There would be units written that could be used in classrooms as is or as models for teachers to create their own units. There would be facilitators who could be called upon to help gather or present material to teachers or students; videos, films and slides that were developed would be kept at the resource center and accessed by interested parties. There would be inservice programs for teachers.

In essence, the museum would be a new, exciting, educational resource for the Boston metropolitan area. Our programs and materials would continue to be ongoing and responsive to the community. The intent is to pull together a steering or planning committee made up of key people from the Boston and surrounding school systems and other interested educational institutions to help implement this.

Since the "WHYDAH" is the only pirate ship ever found, its excavation in local Cape Cod waters is an historical time capsule involving early colonial and Boston history that can be used in thematic and integrated curriculum as a wonderful educational treasure of knowledge.

As the program is just in its formative and planning stages, any input or direction which you can suggest would be most helpful.

I look forward to meeting with any interested parties to discuss future plans and would appreciate any words of encouragement and letters of support as the proposal goes forward to locate at the Custom House.

Very truly yours,

Ina B. Heafitz

BOSTON PUBLIC SCHOOLS



OFFICE OF
DEPUTY SUPERINTENDENT/CURRICULUM & INSTRUCTION
JOYCE M. GRANT, Ed. D.
PROFESSIONAL DEVELOPMENT RESOURCE CENTER

February 3, 1988

Ms. Ina B. Heafitz, Educational Director
Proposed WHYDAH Museum
Heafitz & Company, Inc.
Charlestown Navy Yard
One 13th Street
Charlestown, MA 02129

Dear Ms. Heafitz:

I appreciate your sharing information with me about the possibility of opening a new museum on piracy and maritime history that would house the artifacts from the WHYDAH. Such topics and artifacts are inherently interesting to children and can be used as a catalyst for important learning.

There are a variety of different ways of linking piracy and maritime history to curriculum objectives in writing, literature, history, art, music, and a broad range of other subject areas. Boston Voyages in Learning, a program currently running in the schools, very successfully uses an interdisciplinary approach based on the sea and on Boston's nautical history. Your museum would be a wonderful resource for that program in particular and for Boston school children in general.

I was very interested in your comments about creating a library and educational resource center that would be open to teachers. Offering teachers the opportunity to work as researchers and curriculum developers serves two very valuable purposes: it allows teachers to grow professionally; and through the generation and piloting of new curriculum, it builds a bridge from the museum back into the classroom that can present information in a focused and defined way that responds to the needs of Boston school children.

I have shown your letter to Dr. Clarence Hoover, Program Director/Social Studies, and am sending you a copy of the Social Studies Curriculum from him. If there are other ways that we can support your planning and implementing the museum's educational program, please let me know.

approved

Joyce M. Grant
Dr. Joyce M. Grant

Sincerely,

Ronald E. Gwiazda
Ronald E. Gwiazda

cc: Dr. Clarence Hoover

THE NEWTON PUBLIC SCHOOLS
100 WALNUT STREET
NEWTONVILLE, MASSACHUSETTS 02160

VISION OF CURRICULUM AND INSTRUCTION

February 4, 1988

Newton North High School
Ms. Ina Haefitz

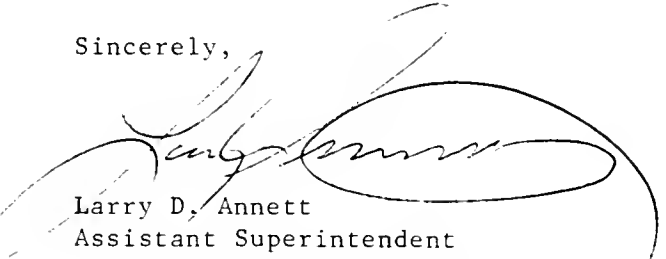
Dear Ina:

I am writing in support of what seems to be an inspired museum related to piracy - specifically the 18th century ship Whydah. Such a museum would have intrinsic interest for students of all ages. The Newton Public School staff are continually on the lookout for opportunities to make history - especially New England history - come to life. Your proposed use of the Custom House is an excellent example of opening up a new avenue for active student involvement.

I am also impressed with your plans for expanding the focus to include subjects which will involve students beyond the social studies. An ongoing theme of our curriculum development is integration of our program, and your ideas for units and lessons drawing together English, math and science with the natural history focus is a positive approach.

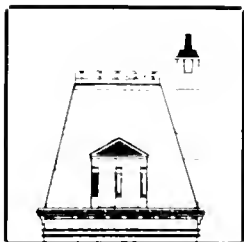
I look forward to working with you and your collaborators as your plans progress, and wish you luck in your endeavor. I am anxious to accompany our first class of students who visit Boston's newest museum.

Sincerely,



Larry D. Annett
Assistant Superintendent
for Curriculum and Instruction

LDA/cg



February 1, 1988

Christine Dunn
Bay State Investors
10 Liberty Square
Boston, MA 02109

Dear Christine,

It was a pleasure to talk with you last week about your Custom House proposal.

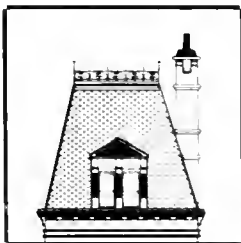
Am enclosing some materials about Historic Neighborhoods Foundation. I expect that our paths will cross again, either at the Custom House, the starting place for our Waterfront tours for school children or in South Boston where we plan to do a Trolley Tour this May.

Good luck with your proposal!

Sincerely,

A handwritten signature in cursive script, appearing to read "Joyce".

Joyce Stevens
School Programs Director



WALKING TOURS

A Kid's View of the Waterfront

Especially designed for children in grades 3 - 8, this field trip helps children understand Boston's origins as a port city through visits to carefully selected sites on the waterfront in the neighborhood of Quincy Market.

Utilizing a "hands-on" approach to the study of the built environment, tour leaders take children on a walking tour that begins in Waterfront Park and ends at Quincy Market (or the Customs House Tower, weather permitting). During the tour, children will learn about building types that are both special to a port city and unique in Boston itself.

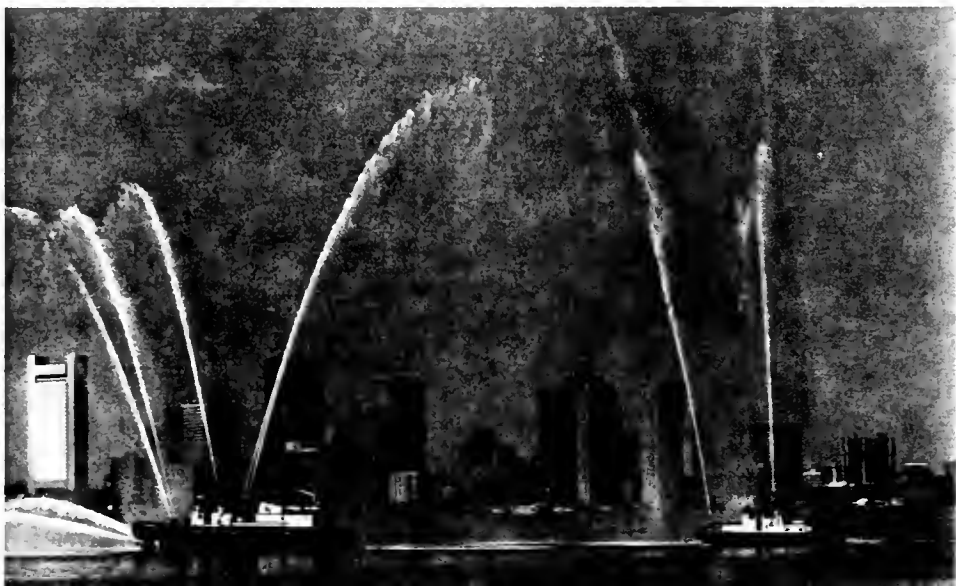
Developed by Linda Braun, this tour follows the same system she used in designing the Make Way For Ducklings tour. The tour guides, who are teachers, student teachers, or architectural history students, are specially trained to adapt the tour to different grade levels or to groups with special needs.

Teachers or others who make tour reservations are given a kit which includes a map of the area, recommended readings, and suggestions or group activities they may use to prepare for the trip.

Tours last about one hour. They begin at the fountain at Waterfront Park, near the Aquarium stop on the MBTA. Group rates are approximately \$7.00 per child but vary according to group size and are subject to change. There is no charge for teachers. Groups are limited to about 15 per guide. Two adults are required to accompany each group.

Tours are scheduled from April 1 through December 1. The Historic Neighborhoods Foundation also offers slide talks of this and other Boston neighborhoods, walking tours for all age groups, and complete school units on Boston architecture and history. For further information, please call the Foundation office at 426-1898. 1885.

The Historic Neighborhoods Foundation receives a Merit Aid grant from the Mass. Council for the Arts and Humanities.





e boston harbor associates

for a clean, alive and accessible Boston Harbor

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Boston, MA 02210
Telephone (617) 330-1134

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B. Curll, III

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D. Aylward
Port Authority

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Wayne Wilder
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s C. Yancey
City Councillor

January 20, 1988

Mr. Thomas P. O'Neill, III
Bay State Investors, Inc.
10 Liberty Square
Boston, MA 02109

Dear Mr. O'Neill,

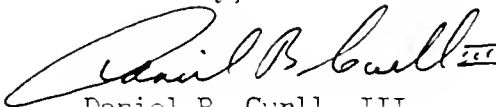
The Boston Harbor Associates is a non-profit association of individuals and organizations dedicated to the enhancement of and public enjoyment of Boston Harbor. We are also a founding member of the Alive Task Force, an alliance representing fourteen non-profit organizations interested in promoting public use of the Harbor.

We understand that you may submit a proposal for rehabilitation of the Custom House. TBHA and the Alive Task Force feel that a museum for the public on the Port of Boston and the City's maritime history should have a significant place in the "new" Custom House, historically, the pre-eminent maritime edifice of our City and region. We hope that you agree.

We also support having public spaces in this historic landmark and an observation deck open to the public for viewing the Harbor and ships.

We would be pleased to pursue the maritime museum idea with you and help in any way we can.

Sincerely,



Daniel B. Curll, III

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WATERFRONT
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Maritime-Whydah 1988
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U.S. CUSTOM HOUSE: PROPOSAL

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